

**CONSTITUTION
OF
CANBERRA SOUTHERN
CROSS CLUB LIMITED
ACN 008 488 855**

**A Company Limited by
Guarantee**

**Includes amendments up to and including
November 2021**

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Corporations Law of the Australian Capital Territory

Constitution

of

CANBERRA SOUTHERN CROSS CLUB LIMITED

ACN 008 488 855

A Company Limited by Guarantee

1 Preliminary

Definitions

1.1 The following words have these meanings in this Constitution unless the contrary intention appears.

Annual General Meeting has the meaning given to it the Corporations Law.

Annual Subscription Fee means the annual subscription fee determined by the Directors under article 8.4.

Auditor means the auditor for the time being of the Club.

Chairman means the chairman of the board of directors of the Club and **Deputy Chairman** means the deputy chairman of the board.

Club means Canberra Southern Cross Club Limited.

Commission means the Gambling and Racing Commission of the Australian Capital Territory.

Committee and **Committee of Directors** means any Director or Directors acting as a committee of Directors.

Constitution means this Constitution as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

Contributing Life Member means a Member referred to in article 7.3.

Corporations Law means the *Corporations Act 2001* (Cth).

Country Member means a Member referred to in article 7.8.

Director means a director of the Club.

Directors means all or some of the Directors acting as a board.

Gaming Law means the *Gaming Machine Act (2004)* of the Australian Capital Territory.

General Meeting has the meaning given to it in the Corporations Law.

Honorary Life Member means a Member referred to in article 7.7.

Member means any class of member of the Club but does not include Reciprocal Members or Visitors.

Liquor Law means the *Liquor Act (2010)* of the Australian Capital Territory.

Ordinary Member means a Member referred to in article 7.2.

President means the president of the Club appointed under article 12.2.

Reciprocal Member means a person referred to in article 7.9.

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

Religious Member means a Member referred to in articles 7.4 or 7.5.

Returning Officer means the Returning Officer appointed under article 13.1(b).

Seal means the common seal of the Club and any official seal of the Club.

Secretary means a person appointed as a secretary of the Club, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Club.

Subscribers means the persons who have consented to be the first members of the Company as listed at the end of this Constitution.

Temporary Member means a Member referred to in article 7.6.

Technology includes all information and communications devices for audio, visual, audio-visual or electronic communication including, but not limited to, radio, telephone, facsimile, closed circuit television, data storage devices, internet communication via an automated or user operated system, electronic mail, automated election processes, electronic voting systems, or any other electronic means available.

Vice-President and Senior Vice-President means a Vice-President and Senior Vice-President (respectively) appointed under article 12.2.

Visitor means a person referred to as a visitor in article 7.10.

Interpretation

1.2 In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;

- (e) a reference to an article is a reference to one of the Articles;
 - (f) a reference to a section is a reference to a section of the Corporations Law; and
 - (g) a reference to the Corporations Law or to a provision of the Corporations Law, means the Corporations Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.
 - (h) a reference to the Gaming Law or to a provision of the Gaming Law, means the Gaming Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.
 - (i) a reference to the Liquor Law or to a provision of the Liquor Law, means the Liquor Law or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the Australian Capital Territory or the Commonwealth of Australia, and includes regulations and other instruments under it.
- 1.3 Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- 1.4 Powers conferred on the Club, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.

2 Objects of the Club

The Objects of the Club are:

- (a) to promote the moral, intellectual, social and material welfare of the members.
- (b) to create and foster a spirit of co-operation among members.
- (c) to extend fraternal welcome to persons of goodwill from all parts of the world.
- (d) to promote sporting events and pastimes and to encourage social activities amongst the members of the Club.

3 Powers of the Club

The Club has the following powers:

- (a) to provide club rooms for the accommodation of the members of the Club, accommodation, board and residence and other facilities and conveniences in connection therewith;
- (b) to provide and maintain facilities for the promotion and encouragement of sporting events and pastimes and social activities amongst the members of the Club.
- (c) to hold or arrange tournaments, sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions. Provided that no Member of the Club shall receive any prize, award or distinction except as a successful competitor at any tournament, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said tournament, sporting event, trial or competition may be awarded to him;
- (d) 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 the Club;
- (e) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club;
- (f) 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 purpose of, or capable 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 may be 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 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 any 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;
- (i) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club;
- (j) to establish and support or aid in the establishment 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 such persons; and to grant

pensions and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object;

- (k) to construct, improve maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof;
- (l) to invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (m) to borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by mortgages or the issue of debentures 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;
- (n) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) 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;
- (p) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance 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 purchasers and others;
- (q) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in article 3(f) of this clause;
- (r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;
- (s) to print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects;
- (t) to make donations for patriotic or charitable purposes;

- (u) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged; and
- (v) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

4 The liability of Members

Liability of Members

- 4.1 The liability of the Members is limited.
- 4.2 Each Member undertakes to contribute to the assets of the Club, in the event of its being wound up while he or she is a Member or within one year after he or she ceased to be a Member, for payment of the debts and liabilities of the Club contracted before he or she ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding two dollars (\$2.00).

5 Patron

There may be one or more patrons elected from time to time at a General Meeting to hold office until the following Annual General Meeting.

6 Chaplain

There may be one or more chaplains appointed from time to time by the Directors. Each chaplain is appointed for one year from the date of appointment, unless removed earlier by the Directors.

7 Number and classes of membership

- 7.1 There are different classes of members as stated in this article 7. Only natural persons may be members of the Club.

Ordinary Members

- 7.2 Subject to this Constitution any person 18 years or over shall be eligible for election as an Ordinary Member.

Contributing Life Members

- 7.3 Subject to this Constitution any person 18 years or over shall be eligible for election as a Contributing Life Member and for the purposes of this Constitution shall have the rights and privileges of an Ordinary Member.

Religious Members

- 7.4 Subject to this Constitution any person 18 years or over who is a Priest, Brother, Nun or Minister of any religion considered by the Directors to be a religion adopted or followed or practised by a reasonable number of the residents of the Australian Capital Territory shall be eligible for election as a Religious Member.

- 7.5 Subject to this Constitution any person 18 years or over who is studying at a recognised college or institution with a view to entering the religious life of a Priest, Brother, Nun or Minister of any religion considered by the Directors to be a religion adopted or followed or practised by a reasonable number of the residents of the Australian Capital Territory shall be eligible for election as a Religious Member.

Temporary Members

- 7.6 Temporary memberships may be granted in accordance with the Gaming Law.

Honorary Life Members

- 7.7 Honorary Life Members may, on the recommendation of the Directors, be elected at any General Meeting of the Club. A two-thirds majority of those present and voting shall be necessary for such an election. For the purposes of this Constitution an Honorary Life Member shall have the rights and privileges of an Ordinary Member.

Country Members

- 7.8 Persons whose place of permanent residence is located at a distance of not less than a radius of 50 kilometres from the Club shall be eligible for election as a Country Member.

Reciprocal Members

- 7.9 The Directors shall have power to permit any person who is a member of a club with which the Club has reciprocal arrangements to use gratuitously in common with the Members all the premises and property of the Club on such conditions as the Directors may from time to time determine. Reciprocal Members are not Members.

Visitors

- 7.10 Any person may, upon the nomination of a Member eligible to introduce visitors, but subject to the veto of the Directors, be admitted as a Visitor to the premises of the Club on such terms and conditions as the Directors may decide from time to time. Visitors are not Members.

New membership class

- 7.11 Subject to this Constitution, the Corporations Law and the requirements of any other applicable law including but not limited to the Gaming Law and Liquor Law, the Directors may establish any new class of Member and prescribe the qualifications, rights, restrictions and obligations of Members in that class.

Membership Numbers

- 7.12 The total number of life members (being Contributing Life Members and Honorary Life Members) shall not, at any time exceed 5% of the number of Members entitled to vote.
- 7.13 The Directors may from time to time prescribe the maximum number of Members, or the maximum number of members in any class of Members, provided that the number of Ordinary Members at any time shall not be less than 300.

8 Election of Members

- 8.1 A person wishing to apply for membership of the Club shall:
- (a) Do so in writing in the form prescribed from time to time by the Directors; and
 - (b) At the time of application pay the Annual Subscription Fees in respect of the Subscription Period selected by the candidate (as defined in article 8.4).
- 8.2 The application form shall:
- (a) State the class of membership sought; and
- 9 State the Subscription Period for which the candidate wishes to pay their Annual Subscription Fees.
- 8.3 Election to membership of the Club shall be undertaken by the Directors at a duly convened meeting of Directors and one adverse vote in three shall exclude a candidate from election. In no case shall the Directors be required to give any reason for their rejection of a candidate.
- 8.4 The Secretary must keep a record of each nomination and election for a period of not less than two years from the nomination and election as applicable.
- 8.5 The Annual Subscription Fee or Life Subscription Fee of a Member shall be such as the Directors from time to time determine. The Directors may determine:
- (a) Different Annual Subscription Fees for different classes of Members;
 - (b) For any class or classes of membership, that the Annual Subscription Fees be payable in advance for:
 - ii) one year; or
 - ii) a period of 2, 3, 4 or 5 years;
- (each a **Subscription Period**)
- If no determination by the Directors for a class of membership is otherwise made, the Subscription Period for that class of membership will be 1 year.
- 8.6 A Member renewing their membership must elect the Subscription Period they are renewing their membership for, and must pay in advance the Annual Subscription Fee as determined by the Directors for that Subscription Period.

- 8.7 A Member will cease to be a Member if the Member's Annual Subscription Fee or any part of the Annual Subscription Fee is not paid within three months of the due date.
- 8.8 The Directors may restore to the register of Members the name of any Member upon payment of all arrears of subscription at the Directors' absolute discretion.
- 8.9 The Directors may take disciplinary action in relation to any behaviour or conduct of any Member. The Member will be given notice in writing of the matter and afforded an opportunity of being heard. If in the opinion of at least three Directors disciplinary action is warranted against the Member then the Directors may:
- (a) Reprimand the Member;
 - (b) Impose a fine on the Member which is payable by the Member within a period determined by the Board, failing which the Member will automatically cease to be a Member of the Club;
 - (c) Suspend the Member from membership of the Club for such period as the directors may deem fit; or
 - (d) Expel the Member.
- 8.10 A Member may by notice in writing to the Club resign membership.

9 Rights Of Members

- 9.1 Subject to the express provisions of this Constitution and to any by-laws for the time being in force made by the Directors under this Constitution, Members are entitled at all times to use in common all the premises and property of the Club and to be supplied, at such charges as the Directors shall from time to time determine, with such meals refreshments and things as are provided by the Club for the use of its Members.
- 9.2 The property of the Club, both real and personal, and subject to the liabilities of the Club, shall belong to the Members for the time being other than Religious Members, Temporary Members and Country Members, provided that a Member shall not, by reason of his membership, have any transmissible or assignable interest in the property of the Club and that on the cessation of membership, whether by death, resignation, expulsion or otherwise, the interest of the member whose membership has ceased shall accrue and belong to the other members for the time being.

Restricted Rights Of Certain Members

- 9.3 A Country Member is not eligible to be an Officer or Director of the Club but is entitled to vote for the election of Officers and Directors and at general meetings.

- 9.4 A Religious Member, a Temporary Member or a Reciprocal Member is not eligible to be an Officer or Director of the Club and is not entitled to vote or take part in the management of the Club.

10 General Meetings

Annual General Meeting

- 10.1 An Annual General Meeting must be held in accordance with the provisions of the Corporations Law.

Calling meetings

- 10.2 The Directors may convene a General Meeting at any time.
- 10.3 The Directors must convene a General Meeting on receipt by the Club of a requisition made in writing and which specifies the resolution to be proposed at the meeting which has been signed by at least:
- (a) 100 Members who would be entitled to vote at that meeting; or
 - (b) 5% of Members who would be entitled to vote at that meeting.

Notice of general meetings

- 10.4 Subject to the provisions of the Corporations Law relating to agreements for shorter notice, at least 21 days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying
- (a) the place, the day and the time of meeting; and
 - (b) the general nature of that business;
 - (c) if a special resolution is to be proposed at the meeting the intention to propose a special resolution and stating the resolution; and
 - (d) that a Member has a right to appoint a proxy who need not be another Member,

shall be given of all Annual General Meetings and all General Meetings to all Members and to the Auditor .

- 10.5 All business shall be special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Directors and Auditors, the election of Directors and other officers of the Club in the place of those retiring, the fixing of the Directors' honoraria in terms of article 12.6, and the appointment and fixing of the remuneration of the Auditors.

- 10.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Auditors' and Directors' rights to attend general meetings

- 10.5 The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to attend any General Meeting, to receive all notices of and other communications relating to any General Meeting which a

Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns the Auditor in that capacity, and is entitled to be heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

- 10.6 A Director is entitled to attend any General Meeting, to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting.

11 Proceedings At General Meetings

Quorum

- 11.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except where otherwise provided, 40 Members who have an unqualified entitlement to vote at such meeting and who are present in person or by proxy shall be a quorum.
- 11.2 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; if any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day or at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Members present or by proxy, (being not less than 10 Members who have an unqualified entitlement to vote at such meeting) shall be a quorum.

Chairman

- 11.3 The President, and failing him or her the Senior Vice-President, shall preside as Chairman at every General Meeting of the Club, or if there is no such Chairman, or if he or she shall not be present within 15 minutes after the time appointed for the holding of a meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

Adjournment of meetings

- 11.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted and any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

How questions decided

- 11.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of a result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least 5 Members who have an unqualified entitlement to vote at such meeting and who are present at the meeting either in person or by proxy; or
- (c) by at least 5% of the votes that may be cast on the resolution of a poll either in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 11.6 A demand for a poll may be withdrawn.
- 11.7 If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 11.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman at the meeting of which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 11.9 A Member is not entitled to vote at any General Meeting if the Member's annual subscription is more than three months in arrears at the date of the meeting or the date of the poll, whichever is the earlier.

12 Directors And Officers

- 12.1 The Directors of the Club shall be:
 - (a) 9 in number; and
 - (b) Ordinary Members who have been an Ordinary Member for a period of at least 12 consecutive months, Contributing Life Members who have been a Contributing Life Member for a period of at least 12 consecutive months, or Honorary Life Members; and
 - (c) Elected as provided by article 13.
- 12.2 The Officers of the Club shall consist of a President, a Senior Vice-President and no more than three Vice-Presidents and shall be appointed by the Directors to hold office until the next Annual General Meeting.

- 12.3 The President and Senior Vice President shall have had at least two years experience as a Director of the Club and shall be currently holding office as a Director.
- 12.4 The Vice-Presidents shall have had at least one year's experience as a Director and shall be currently holding office as a Director.
- 12.5 No Director or Officer of the Club shall receive any remuneration for his or her services in the capacity of Director or Officer, but nothing in this Constitution prohibits the payment by the Club of any sum to any Honorary Secretary for clerical or other assistance.
- 12.6 Notwithstanding the provisions of article 12.5, Officers and Directors may be paid such honoraria for out-of-pocket expenses, as may be authorised from time to time by resolution of a General Meeting.
- 12.7 At each Annual General Meeting of the Club, three directors then in office will retire but be eligible for re-election.
- 12.8 No Director:
- (a) is eligible to hold the office of President for more than three consecutive years in any period of five years; and
 - (b) is eligible to hold the office of Senior Vice-President for more than three consecutive years in any period of five years.
- 12.9 The Directors shall retire in order of seniority of election, and in the case of equal seniority the order of retirement shall be determined by lot.

13 Election Of Directors

- 13.1 The election of Directors of the Club shall take place in the following manner:
- (a) A nomination must:
 - (i) be made on a form prescribed by the Directors;
 - (ii) signed by at least two members, who have an unqualified entitlement to vote; and
 - (iii) bear the written consent of the nominee.
 - (b) The Directors must appoint a Returning Officer and two scrutineers who must not be candidates for election.
 - (c) The Returning Officer must determine the dates and times within which nomination forms shall be in the hands of the Returning Officer.
 - (d) The Returning Officer must determine the dates and times within which nomination forms are to be provided to the Returning Officer.

- (e) A candidate must be clear of all dues prior to the closing of nominations.
- (f) Following close of nominations if the candidates duly nominated do not exceed the number of vacancies for election (being the number required to reach the maximum specified in article 12.1), they must be declared duly elected; but if the number so nominated exceeds the number of vacancies for election, then a ballot must be taken in accordance with article 13.2.
- (g) Voting by proxy is not permitted under this article or article 13.2.

Ballot Procedure

13.2 If a ballot is required to be taken then:

- (a) The Directors must determine the method by which a ballot will occur including how Members may cast their votes. Without limitation, the ballot and the casting of votes can be conducted by paper or by use of any Technology, and can be conducted with or without appointing an independent ballot service provider;
- (b) The Secretary must determine the dates and times within which the ballot is to be held;
- (c) The Returning Officer in the presence of the two scrutineers must conduct a draw by lot for positions on the voting document;
- (d) Notice of the ballot and the voting document will be given by the Returning Officer or the independent ballot service provider (whichever is applicable) using one or more of the methods set out in article 20.1 (as determined by the Board for each ballot) to each Ordinary Member, Contributing Life Member, Honorary Member and Country Member at least 21 days before the close of the ballot;
- (e) A Member entitled to vote may record his or her vote by placing a number representing the Member's order of preference opposite each candidate's name in accordance with the directions provided. The vote shall not be invalidated by a failure to mark all preferences provided the number of preferences required by the directions on the voting document have been marked;
- (f) A Member's voting document is deemed informal (and excluded from the count) if that Member does not vote in the prescribed manner;
- (g) The method of counting votes is a ranked choice preferential voting system whereby candidates must achieve an absolute majority to be elected.

- (h) In the event that the method of counting in article 13.2(g) produces a tied result (after counting all preferences) the successful candidate will be drawn by lot amongst those tied candidates.
- (i) When the counting of votes is completed the Returning Officer and/or the independent ballot service provider will give the President and Secretary a report showing the names of all candidates and the number of votes recorded for each candidate; and
- (j) The Directors must, following counting of votes, elect the Officers to the Board for the ensuing year and the voting documents must be preserved among the records of the Club until the next Annual General Meeting.

Insufficient Nominations For Director

- 13.3 In the event of any position of Director of the Club not being filled at the Annual Elections, the Directors may appoint any Member eligible to hold office to fill the vacant position. Any officer or other Director so appointed holds office only until the next following Annual General Meeting.

Vacancies Of Officers Or Directors

- 13.4 The Directors have power at any time, and from time to time, to appoint any Member eligible to hold office to fill a casual vacancy to the existing Officers or other Directors but so that the total number of Officers or other Directors of the Club does not at any time exceed the number fixed in accordance with this Constitution. Any Officer or other Director so appointed holds office only until the next following Annual General Meeting.

- 13.5 The office of a Director shall become vacant if the Director:

- (a) ceases to be a Director by virtue of the Corporations Law;
- (b) becomes bankrupt or makes an arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a company by reason of any Order made under the Corporations Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Club;
- (f) for more than three consecutive meetings is absent without permission of the Directors from meetings of the Directors held during that period;
- (g) holds any office of profit under the Club;

- (h) ceases to be a member of the Club;
- (i) ceases to be a suitable person to hold a liquor licence or permit within the definition of suitable person in the Liquor Act; or
- (j) ceases to be an eligible person within the definition of eligible person in the Gaming Law.

14 Powers And Duties Of Directors

- 14.1 The business and affairs of the Club shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not by the Corporations Law or by this Constitution required to be exercised by the Club in General Meeting, subject nevertheless to any regulations of this Constitution, to the provisions of the Corporations Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting, but no regulation made by the Club in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 14.2 Subject to compliance with any applicable law, the decision of the Directors on the construction and interpretation of this Constitution is final and conclusive and binding upon all Members unless and until such decision shall be reversed or varied at a General Meeting duly convened for that purpose or reversed or varied by a Court of a competent jurisdiction.
- 14.3 The Directors may exercise all the powers of the Club to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Club or of any third party.
- 14.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
- 14.5 The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of Officers or Directors made by the Directors;
 - (b) of the names of the Directors present at such meeting of the Directors and of any Committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Club, and of the Directors, and of any Committee of the Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and any such minutes of such a meeting purporting to be signed as aforesaid shall be sufficient evidence without any further proof of the facts therein stated.

14.5A Notwithstanding anything in the Corporations Law, the Directors may amend this Constitution in accordance with a direction by the Commission under section 148B of the Gaming Law without a special resolution of members.

By-laws

14.6 The Directors have power from time to time to make, alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular but not exclusively, they may by such by-laws regulate:

- (a) the terms and conditions upon which reciprocal membership may be granted to members of other clubs;
- (b) the times of opening and closing the grounds and premises of the Club, or any part thereof;
- (c) the terms and conditions upon which Visitors and Temporary Members shall be permitted to use the premises and property of the Club;
- (d) the rules to be observed and prizes or stakes to be played for by members of the Club playing any games on premises of the Club;
- (e) the prohibition of particular games on the premises of the Club entirely or at any particular time or times;
- (f) the conduct of members of the Club in relation to one another, and to the Club's servants;
- (g) the setting aside of the whole or any part or parts of the Club's premises for the members of the Club at any particular time or times or for any particular purpose or purposes;
- (h) the imposition of fines for the breach of any by-law or any article of this Constitution;
- (i) the procedure at General Meetings and Meetings of Directors; and
- (j) generally all such matters as are commonly the subject of club rules.

The Directors may adopt such means as they deem sufficient to bring to the notice of members of the Club all such by-laws, alterations and repeals and all such by-laws, so long as they shall be in force, shall be binding upon all members of the Club. Provided, nevertheless, that no by-law shall be inconsistent with, or shall affect or repeal anything contained in this Constitution, and that any by-law may be set aside by a special resolution of a General Meeting.

14.7 A Director shall not be disqualified by his or her office from contracting with the Club either as vendor, purchaser or otherwise or from accepting from the Club any security by way of indemnity nor shall any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Proceedings of Directors

14.8 The Directors must meet at least once in every month and may meet at such other times as they determine and may adjourn and otherwise regulate their meetings as they think fit. Directors may attend meetings via video or teleconference. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

14.9 A Director shall not vote in respect of any contract or proposed contract with the Club in which he or she is interested, or any matter arising thereout, and if he or she does so vote, his or her vote shall not be counted.

14.10 A quorum necessary for the transaction of the business of the Directors shall be 50% of Directors plus one, rounded down to the nearest whole number. For the avoidance of doubt, with 9 Directors the quorum would be $9/2+1=5.5$ rounded to 5.

14.11 The Directors may act notwithstanding any vacancy in their body, 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 Directors, the Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Club, but for no other purpose.

Chairman

14.12 The President shall preside as Chairman at every meeting of the Directors, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Senior Vice-President shall be Chairman or if the Senior Vice-President is not present at the meeting then the Directors may choose one of their number to be Chairman of the meeting.

Resolution in writing valid and effectual

14.13 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held.

14.14 All acts done at any meeting of the Directors, or of a Committee appointed by the Directors, 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 any such Directors or persons acting as aforesaid, or that they are any of them were disqualified be as valid

as if every such person had been duly appointed and was qualified to be a Director or a member of each Committee.

15 Committees

- 15.1 The Directors may from time to time appoint such Committees as they think fit:
- (a) to consider any matter affecting the Club which may be referred to the Committee by the Directors;
 - (b) to manage any branch of the Club's activities.
- 15.2 The President shall be ex-officio a member of all Committees.
- 15.3 Each Committee shall consist of at least one Director in addition to the President and shall be composed of such other Members whether Directors or not as the Directors may determine.
- 15.4 The Directors shall appoint the Chairman of each Committee.

Terms of office of Committees

- 15.5 A member of a Committee appointed under this Constitution, subject to this Constitution, and unless sooner removed by the Directors, holds office until the Annual General Meeting held after the Committee member's appointment .

Proceedings of Committees

- 15.6 If, at any meeting of a Committee, the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 15.7 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 15.8 Every Committee appointed by the Directors shall exercise its powers and functions and perform its duties as the agent of the Directors and in the exercise of these powers and functions in the performance of those duties shall be subject to the control of the Directors and shall comply with such directions as may from time to time be given to it by the Directors.

16 The Secretary

- 16.1 The Secretary shall be appointed by the Directors for such term, as such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
- 16.2 The Secretary must
- (a) attend to all correspondence;

- (b) give notice to Members of all General Meetings and notice to Directors of all meetings of the Directors;
- (c) notify new Members of their election;
- (d) keep full and correct minutes of all General Meetings and Meetings of Directors, including a record of the Members present;
- (e) keep a register of members of the Club containing in full the name, address, occupation, date of election and date of latest payment of subscription of every member of the Club;
- (f) attend to the requirements of the Liquor Law as amended from time to time;
- (g) receive all moneys on account of the Club;
- (h) keep correct accounts and books showing the financial position of the Club;
- (i) prepare and submit to the Directors at each regular meeting thereof a statement showing the receipts and expenditure for the last preceding calendar month;
- (j) prepare and submit at each Annual General Meeting a Balance Sheet and statements of the receipts and expenditure up to the close of the last preceding financial year;
- (k) produce to the Auditors when required all books, papers and records necessary to enable them to audit the accounts of the Club; and
- (l) carry out such other duties as the Directors may from time to time direct.

17 Sale of Liquor

- 17.1 No intoxicating liquor and no liquor within the meaning of the Liquor Act 1975 as amended from time to time shall be sold or supplied to any person under the age of 18 years and no Visitor shall be supplied with liquor in the Club premises unless:
- (a) the Member who invited the Visitor is still present on the premises of the Club; and
 - (b) the person has the consent of the Club.
- 17.2 The Club shall not make any payment or permit any payment to be made to any Secretary, Manager, servant, Director or other person whatsoever by way of commission, profit or allowance from or upon the receipts from liquor disposed of on the Club premises.

18 Common Seal of the Club

The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors and every instrument to which the Seal shall be affixed shall be signed by a Director and some other person appointed by the Directors for the purpose and/or the Secretary.

19 Accounts

- 19.1 The Directors shall cause proper accounting and other records to be kept and shall cause copies of the annual financial report to be distributed to each Member who has made an election by notice in writing to the Club to receive copies of the annual financial report in hard or electronic copy by the earlier of:
- (a) 21 days before the Annual General Meeting; or
 - (b) four months after the end of the Club's financial year.
- 19.2 The Directors shall from time to time determine at what time and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or paper of the Club except as conferred by Statute, authorised by the Directors or by the Club in General Meeting.
- 19.3 The accounts of all members shall be payable on or before the end of the month following that in which the expense was incurred and any sum for so paid shall be deemed to be overdue. Interest at such rate as the Directors may from time to time decide but not exceeding ten percent per month may be charged on all sums, the payment of which is overdue. The Directors may remit in whole or in part any interest so charged.
- 19.4 If any sum overdue referred to in the last preceding article remains unpaid for one month the Directors may suspend the Member owing such sum from the privileges of membership until such sum is paid. If any sum overdue remains unpaid for two months the name of the Member owing such sum may be erased by the Directors from the list of Members, whereupon their membership shall cease, provided that upon payment of the sum overdue and interest thereon and upon receipt of an explanation acceptable to the Directors, the Directors may reinstate to membership, provided further that before the Directors exercise any of their powers under this article they shall first satisfy themselves that such steps as they consider reasonable have been taken to bring to the notice of the Member concerned the fact that his account is overdue.
- 19.5 The Directors may direct that the overdue account of any Member shall be paid forthwith and not increased and that notice thereof shall be given to such Member. The failure of a Member to comply with such notice shall be deemed to be conduct injurious to the interests and

welfare of the Club and shall render such Member liable to be dealt with under the provisions of article 8.12.

Gratuities

- 19.6 Except by subscribing to a fund approved by the Directors, no Member, Reciprocal Member, Visitor or guest shall upon any pretext whatsoever give money or gratuity to any employee of the Club. Any member committing a breach of this rule shall prima facie be deemed to have been guilty of undesirable conduct within the meaning of article 8.12 and may be dealt with accordingly.

Audit

- 19.7 A properly qualified auditor or auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Corporations Law.

20 Notices

- 20.1 Notice may be given by the Club to any Member in any one or more of the following ways:
- (a) personally; or
 - (b) sending it by post to that Member at their last notified address; or
 - (c) electronically where electronic address details have been provided by the Member; or
 - (d) an advertisement inserted in the leading newspaper in the ACT; or
 - (e) publishing material, information or notices on the Club's website; or
 - (f) publishing material, information or notices at each premises of the Club to which the material, information or notice relates.
- 20.2 Notice of every General Meeting shall be given in any manner authorised by article 20.1 to every Member and to the Auditor.
- 20.3 No other person is entitled to receive notices of General Meetings.

21 Indemnity

- 21.1 Every person who is or has been a Director, Secretary or Officer of the Club is indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Club, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or

- (b) in connection with any administrative proceedings relating to that person's position with the Club, except proceedings which give rise to civil or criminal proceedings against that person which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the Club, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.
- 21.2 Every person who is or has been a Director, Secretary or Officer of the Club is indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the Club or its Related Bodies Corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- 21.3 The Club may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Officer of the Club and its Related Bodies Corporate against:
 - (a) any liability incurred by that person as such as an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 232(5) or (6) of the Corporations Law; and
 - (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position within the Company, whether civil or criminal, and whatever the outcome.
- 21.4 In this article 21 "Related Bodies Corporate" means any related body corporate as defined in section 9 of the Corporations Law.

