CONSTITUTION OF
PENRITH GAELS CULTURAL AND SPORTING ASSOCIATION LIMITED
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Constitution

1. NAME OF COMPANY

1.1 The name of the Company is Penrith Gaels Cultural and Sporting Association Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.

2.2 The Company is established for the purposes set out in this Constitution.

2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.4 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

2.5 The Constitution and By-laws of the Club have effect as a contract between:

(a) the Club and each member; and

(b) the Club and each director;

(c) each member and each other member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

2.6 A copy of this Constitution will be provided to any member who has requested a copy from the Club and if required by the Club, has paid the required fee under the Act to the Club.

2.7 This Constitution can only be amended, repealed or replaced by Special Resolution passed at a general meeting of the Life Members, Foundation Members and Financial Club Members.

3. DEFINITIONS AND INTERPRETATION

DEFINITIONS

3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

"Act"	means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision appears.
AMLL/CTF Act	means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation

AML/CTF Policy	means any determination or policy made by the Club for the purpose of complying with its obligations under the AML/CTF Act.
"Board"	means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
"Board Appointed Director"	means a person appointed to the Board pursuant to Rule 27.1(b), the Registered Clubs Act and Registered Clubs Regulations but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 34.3 of this Constitution.
"**By-Laws**"	shall mean the By-laws made in accordance with this Constitution.
"**Club**"	means Penrith Gaels Cultural and Sporting Association Limited (ACN 002 474 713).
"**Club Notice Board**"	means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
"**Constitution**"	means this Constitution.
"Director Identification Number"	means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
"Financial member"	means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).
"**Full member**" **or "member"**	means any person who is in one of the categories of membership referred to in Rule 9.2 and excludes Provisional members, Temporary members and Honorary members.
"**Gaming Machines Act"**	means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
"Liquor Act"	means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
"Liquor or Gaming Policy"	means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation

"**Month**"	except where otherwise provided in this Constitution means calendar month.
"Non Financial member"	means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
"Office"	means the general administrative office of the Club.
"**Quarter**"	means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.
"**Registered Clubs Act**"	means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
"**Rules**"	means the rules comprising this Constitution.
"**Secretary**"	includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.
"**Special Resolution**"	has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.
"**Sub club**"	means any sub club that pursuant to a resolution of the Board under Rule 28.11 is or has been established by the Club.

INTERPRETATION

3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

3.3 The term "in writing" includes any communication sent by post, email, text message or any other electronic means.

3.4 A person will be deemed to be present at a meeting and form part of the quorum at a meeting if they attend the meeting in person or by electronic means.

3.5 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

4. OBJECTS AND POWERS

OBJECTS OF THE CLUB

4.1 The objects of the Club are to:

(a) promote, preserve and encourage Gaelic culture, history, language, music, dance, drama, sport and related social activities in New South Wales, particularly within the Penrith district, excluding political activities.

(b) establish, conduct and support sporting, cultural, educational and recreational programs, including Gaelic games, Irish dancing, music, drama and other amateur sports and pastimes, and to provide facilities, teaching, training and equipment for such purposes.

(c) operate as a cultural and community club, providing members and their guests with social, recreational, educational and cultural amenities, including accommodation, refreshments, libraries, entertainment, exhibitions and related facilities.

(d) acquire, construct, maintain, develop and improve property, buildings, grounds, facilities, equipment and rights necessary or desirable for the purposes of the Company.

(e) publish, promote and disseminate information and works (literary, artistic or historical) in furtherance of the Company's objects, and to organise or support exhibitions, concerts, plays, performances and other cultural or educational events.

(f) co-operate, affiliate, amalgamate or enter into arrangements with other associations, institutions or clubs with similar or related objects.

(g) raise funds for the Company's purposes or for charitable purposes, including by conducting functions, receiving donations, subscriptions, bequests or other contributions, provided such funds are not applied for political purposes.

(h) support charitable, benevolent or community purposes and to provide assistance, insurance or superannuation benefits for employees, members or their dependants where appropriate.

(i) employ, appoint or engage such persons as may be necessary to achieve the Company's objects.

(j) apply for, hold and exercise licences, permits, authorities and entitlements (including liquor and gaming licences) necessary or desirable for the Company's activities.

(k) borrow, raise, invest, deal with, sell, lease, mortgage or otherwise manage the Company's funds and property in furtherance of its objects.

(l) accept gifts, grants, endowments, bequests or other contributions (with or without conditions) for the benefit of the Company.

(m) do all such other lawful things as are incidental or conducive to the attainment of the above objects.

(n) hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.

(o) sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.

(p) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

4.2 The meaning and effect of any object referred to in Rule 4.1 shall not be restricted by any other object, and each object will be interpreted and have effect as an independent power. Rule 4.1 is to be interpreted so as to widen and not restrict the powers of the Club.

POWERS OF THE CLUB

4.3 The Club has the legal powers of an individual and a public company limited by guarantee under the Act.

5. LIABILITY OF MEMBERS

5.1 The liability of the members is limited in accordance with this Rule 5.

5.2 Each member undertakes to contribute an amount not exceeding ten ($10.00) if the Club is wound up:

(a) while he or she is a member of the Club; or

(b) within one year of the date that he or she ceases to be a member.

5.3 The contribution referred to in Rule 5.2 shall be for the:

(a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and

(b) costs, charges and expenses of winding up.

6. WINDING UP OF THE CLUB

6.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

(a) not be transferred, paid to or distributed among the members;

(b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.

6.2 The institution or institutions referred to in Rule 6.1(b) shall be determined by:

(a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof

(b) the Supreme Court of New South Wales.

7. PROPERTY AND INCOME OF THE CLUB

7.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

7.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.

7.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution 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 club licence under the Liquor 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 licence.

7.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

7.5 Subject to Rule 7.6 nothing in this Constitution shall prevent the payment:

(a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or

(b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(d) of reasonable and proper rent for premises demised or let by any member to the Club.

7.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

(a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or

(b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

8. LIQUOR & GAMING

8.1 Liquor shall 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. This Rule 8.1 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(1) of the Registered Clubs Act.

8.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

8.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

8.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution 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.

8.5 Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

8.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

8.7 Under the AML/CTF Act, the Club:

(a) is a reporting entity;

(b) provides a designated service to its members and patrons;

(c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and

(d) may be required to undertake *"enhanced due diligence"* of certain members and patrons, in certain circumstances.

8.8 In Rule 8.7 *"enhanced due diligence"* means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

8.9 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(a) its obligations under the AML/CTF Act;

(b) any AML/CTF Policy; and

(c) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rules 19 and 20 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

9. MEMBERSHIP

9.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior member in accordance with this Constitution.

9.2 The Full membership of the Club shall be divided into the following categories:

(a) Foundation members; and

(b) Club members;

(c) Social members;

(d) Junior members;

(e) Life members.

9.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

(a) Provisional members; and

(b) Honorary members;

(c) Temporary members.

9.4 The number of Full members having the right to vote in the election of the Board shall be not less than 25% of the Full members of the Club.

9.4A (a) For the purposes of Rule 9.4, Social members may be eligible to vote in the election of the Board provided they are a Voting Social Member as defined by Rules 9.4A(b) to (d).

(b) The number of Voting Social Members for each election of directors shall be determined in accordance with the following formula:

(Number of Life members + number of Foundation members + number of Club members + number of Social members) x 25% - number of Life members + number of Foundation members + number of Club members = Number of Voting Social Members.

(c) Once the number of Voting Social Members is determined, the Secretary shall prepare a numbered list of Social members in ascending order of the dates on which they were elected to membership of the Club, so that the Social member who has been a member of the Club for the longest continuous period is numbered 1, and if more than one Social member was elected to membership of the Club on the same day, in alphabetical order by last name for that day.

(d) Voting Social Members shall be the members whose names are on the list prepared in accordance with 9.4A(c) down to the number which is equal to the number of Voting Social Members.

9.5 For the purposes of section 246B of the Act, the rights of a class of membership may be varied or cancelled by way of eligible members passing a special resolution in accordance with Rule 46 and without the need for a separate resolution to be passed by members of that class of membership.

FOUNDATION MEMBERS

9.6 Foundation Members shall be persons who:

(a) are listed as a Foundation Member in the Register of Members at the date of the Special Resolution adopting this Constitution; or

(b) have attained the age of eighteen (18) years; and

(c) are elected or transferred to Foundation Membership of the Club.

9.7 Subject to any restrictions contained in this Constitution, Foundation Members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

(b) attend and vote at general meetings (including Annual General Meetings) of the Club;

(c) nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership;

(h) introduce guests to the Club.

CLUB MEMBERS

9.8 Club Members shall be persons who:

(a) are listed as a Club Member in the Register of Members at the date of the Special Resolution adopting this Constitution; or

(b) have attained the age of eighteen (18) years; and

(c) satisfy the Board that they have an interest in the encouragement and promotion of the Club and its objects;

(d) are elected or transferred to Club Membership of the Club.

9.9 Subject to any restrictions contained in this Constitution, Club Members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

(b) attend and vote at general meetings (including Annual General Meetings) of the Club;

(c) nominate for and be elected to hold office on the Board;

(d) vote in the election of the Board;

(e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(f) propose, second, or nominate any eligible member for any office of the Club;

(g) propose, second or nominate any eligible member for Life membership;

(h) introduce guests to the Club.

SOCIAL MEMBERS

9.10 Social Members shall be persons who:

(a) are listed as a Social Member in the Register of Members at the date of the Special Resolution adopting this Constitution; or

(b) have attained the age of eighteen (18) years; and

(c) satisfy the Board that they wish to use the facilities and amenities of the Club on a social basis only;

(d) are elected or transferred to Social Membership of the Club.

9.11 Subject to any restrictions contained in this Constitution, Social members are entitled to:

(a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and

(b) vote in the election of the Board in accordance with Rule 9.4A;

(c) introduce guests to the Club.

9.12 Unless otherwise permitted by law, Social members are not entitled to:

(a) attend and vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for and be elected to hold office on the Board;

(c) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(d) propose, second, or nominate any eligible member for any office of the Club;

(e) propose, second or nominate any eligible member for Life membership;

(f) introduce guests to the Club.

JUNIOR MEMBERS

9.13 Junior members shall be persons who:

(a) are listed as a Junior Member in the Register of Members at the date of the Special Resolution adopting this Constitution; or

(b) have not attained the age of eighteen (18) years; and

(c) make application for and are elected to Junior membership of the Club.

9.14 A person shall not be admitted as a Junior member of the Cub unless the Board:

(a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and

(b) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;

(c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.

9.15 Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Life membership;

(g) introduce guests to the Club.

LIFE MEMBERS

9.16 A Life member shall be any member who in consideration of outstanding service to the Club has been granted Life membership of the Club in accordance with this Constitution.

9.17 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

9.18 Candidates for Life membership shall be proposed by one and seconded by another Foundation member, Club member or Life member and submitted to the Board for approval.

9.19 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

9.20 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

9.21 If a nomination for Life membership is approved by a resolution passed by a two-thirds majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club. Every Life member shall be entitled to all the rights and privileges of a Club member.

9.22 A Life member is relieved from the payment of any annual subscription.

9.23 Only two (2) Life Members may be elected in each calendar year.

10. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

10.1 The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

10.2 The Board shall have the power to transfer a Full member who ceases to hold the necessary qualifications for their existing category of membership (including without limitation, a Junior

member who has attained the age of eighteen (18) years) to another category of membership of the Club for which the Full member has the necessary qualifications.

10.3 Any application for transfer of membership pursuant to Rule 10.1 together with any additional subscription shall be deposited at the office.

10.4 Unless otherwise determined by the Board, a member will not be entitled to any refund of membership fees or any part thereof if they are transferred to another category of membership for any reason.

10.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 10.1. If a member fails to be transferred, the Club shall cause any additional subscription paid by that member to be returned to such member.

11. PROVISIONAL MEMBERS

11.1 A person in respect of whom:

(a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and

(b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

11.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club

(a) that person shall cease to be a Provisional member of the Club; and

(b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

11.3 Provisional members may be entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

11.4 Provisional members are not entitled to:

(a) attend or vote at general meetings of the Club; or

(b) nominate for or be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second, or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Life membership.

11.5 The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason**.** If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

12. HONORARY MEMBERS

12.1 The following persons may be made 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; or

(b) any prominent citizen or local dignitary visiting the Club.

12.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

12.3 Honorary members who are not Full members of the Club are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests to the Club.

12.4 Honorary members who are not Full members of the Club are not entitled to:

(a) vote at any meeting of the Club; or

(b) nominate for or be elected to the Board or any office in the Club;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Life membership.

13. TEMPORARY MEMBERS

13.1 Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

(a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board.

(b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

13.2 Temporary members shall not be required to pay a joining fee or annual subscription.

13.3 A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 17.1(c) on the first day that they enter the Club's premises during that period.

13.4 Temporary members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) subject to Rule 24.12, introduce guests into the Club.

13.5 Temporary members are not entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Life membership.

13.6 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

13.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 13.1(c).

14. APPLICATIONS AND ADMISSION TO MEMBERSHIP

14.1 A person applying for membership of the Club (**the applicant**) must complete a membership application form and submit it to the Club.

14.2 Without limiting the powers of the Board, the Board will determine:

(a) the form and particulars of the application form; and

(b) how the application form is to be submitted (that is, in person and/or electronically);

(c) if the initial joining fee and subscription (if any) must be paid when submitting their application form;

(d) in the case of electronic applications, if the applicant must attend the Club's premises to have their identity verified before their membership application can be considered by the Board or election committee.

14.3 After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.

14.4 All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.

14.5 An applicant can only be admitted to membership if:

(a) they satisfy the eligibility requirements for the relevant category of membership; and

(b) at least fourteen (14) days have passed since the applicant applied for membership;

(c) Rule 15.3 has been complied with; and

(d) the Board or election committee resolves to admit the applicant to membership.

14.6 If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.

14.7 Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club (if any) within seven (7) days of being admitted to membership of the Club.

15. JOINING FEES, SUBSCRIPTIONS AND LEVIES

15.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.

15.2 In accordance with the Registered Clubs Act, The Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

15.3 Any person elected during the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.

15.4 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.

16. NON FINANCIAL MEMBERS

16.1 Notwithstanding any Rule contained in this Constitution, a Non Financial member shall not be entitled to any rights and privileges of membership whilst they are a Non Financial member, including the rights and privileges to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

17. REGISTERS OF MEMBERS AND GUESTS

17.1 The Club shall keep the following registers:

(a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full; and

(ii) the address;

(iii) if the member is required to pay a subscription fee, the date on which that member last paid the subscription fee for membership of the Club.

(b) A register of persons who are Honorary members (other than those persons admitted to Honorary membership pursuant to Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address.

(c) a register of persons who are Temporary members (other than Temporary members referred to in Rule 13.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the signature of the member.

(d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the date on which the entry of the guest's name in the register is made;

(iv) the signature of the member introducing the guest.

17.2 If the Club receives a request from a person to inspect and access the register of Full members and that request satisfies the requirements of the Act, the Club shall only be required to disclose the information prescribed in the Act to that person.

18. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

18.1 Every member must advise the Club of any change to their contact details (including address, email address and telephone number) as soon as practicable following the change to their details.

19. DISCIPLINARY PROCEEDINGS

19.1 Subject to Rule 19.2, the Board shall have power to reprimand, fine, suspend from some or all rights and privileges of membership for the same or varying periods of time, expel, accept the resignation of any member, or impose any other penalty if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member.

19.2 The use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:

(a) negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or

(b) impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

19.3 The following procedure shall apply to disciplinary proceedings of the Club:

(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule 19.1; and

(ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

(iii) the date, time and place of the meeting of the Board at which the charge is to be heard (noting that the disciplinary hearing can be held in person at the Club's premises or remotely using technology).

(b) The member charged shall be notified of the matters in paragraph (a) of this Rule 19.2 by notice in writing at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge;

(iii) call witnesses provided that:

(1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

(2) the Club cannot and will not force any person (including a member or employee) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting and must not act in an offensive or disruptive manner.

(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

(e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.

(f) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(ii) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(g) After the Board has considered the evidence put before it, the Board may:

(i) immediately come to a decision as to the member's guilt in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.

(h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:

(i) in the case of a decision under Rule 20.2(g)(i), immediately inform the member of the Board's decision; or

(ii) in the case of a decision under Rule 20.2(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

(i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

(i) at the meeting or afterwards; and

(ii) by way or verbal or written submissions or a combination thereof.

(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.

(k) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present vote in favour of such motion.

(l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 19.

(m) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

(n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

19.4 The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 20.2 is not strictly complied with provided that there was no substantive injustice for the member charged.

PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING

19.5 If a notice of charge is issued to a member pursuant to Rule 19.2(a):

(a) the Board by resolution; or

(b) the Secretary (independently of the Board)

shall have power to suspend that member from some or all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned and commences immediately on the date that the notice of charge is issued.

ADDITIONAL DISCIPLINARY POWERS OF SECRETARY

19.6 If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

19.7 In respect of any suspension pursuant to Rule 19.6, the requirements of Rules 19.1 to 19.5 shall not apply.

19.8 If the Secretary (or his or her delegate) exercises the power pursuant to Rule 19.6, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

(a) the member has been suspended as a member of the Club;

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rules 19.1 and 19.2.

19.9 If a member submits a request under Rule 19.8(d):

(a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 19.1;

and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

19.10 This Rule 20 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

20. DISCIPLINARY COMMITTEE

20.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 19 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

20.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 19 save that:

(a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

(b) all references to the Board in Rule 19, except in Rule 19.3(m) shall be read as being references to the Disciplinary Committee.

20.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 19 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

(a) the procedure set out in Rule 19 is followed; and

(b) the member is notified that the Board is exercising the power under this Rule 20.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

20.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 20.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

20.5 This Rule 21 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

21. MEMBER UNDER SUSPENSION

21.1 Subject to the terms of their suspension, a Full member whose membership is suspended pursuant to this Constitution shall during the period of such suspension not be entitled to any rights and privileges of membership, including the rights and privileges to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

22. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

22.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 22.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) is abusive or aggressive to the Secretary, any employee, a member or any guest of the Club;

(c) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(d) whose presence on the premises of the Club renders or may render the Club or the Secretary liable to a penalty under the AML/CTF Act, Registered Clubs Act, the Liquor Act or any other applicable law;

(e) who hawks, peddles or sells any goods on the premises of the Club;

(f) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

(g) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.

(h) whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.

22.2 If pursuant to Rule 22.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 22.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

22.3 If a person has been refused admission to or turned out of the Club, the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

22.4 If a person has been refused admission to or turned out of the Club, the person must not:

(a) remain in the vicinity of the Club; or

(b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

22.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

23. RESIGNATION AND CESSATION OF MEMBERSHIP

23.1 A member may at any time, with immediate effect, resign from his or her membership of the Club by either:

(a) giving notice in writing to the Club; or

(b) returning his or her membership card to the Club and clearly indicating that he or she resigns from membership.

23.2 Any person who is a Non Financial member and has not paid his or her joining fee, subscription, levy or other payment within one (1) months after the due date shall cease to be a member of the Club.

23.3 Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club but they will remain liable for any money owed to the Club before, at or after the date that they ceased to be a member.

24. GUESTS

24.1 Subject to Rule 24.2, all members (other than Junior members) shall have the privilege of introducing guests to the Club.

24.2 A Temporary member may introduce a guest only in accordance with Rule 24.12.

24.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 17.1.

24.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

24.5 No member shall introduce any person as a guest:

(a) who has been expelled from the Club pursuant to Rules 19 or 20; or

(b) whose membership is then suspended pursuant to Rules 19 or 20;

(c) who is then refused admission to or being turned out of the Club pursuant to Rule 22.

24.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

24.7 The Board shall have 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.

24.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

24.9 A guest shall 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.

24.10 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

24.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

24.12 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:

(a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and

(b) who does not remain on the Club premises any longer than that Temporary member;

(c) in relation to whom the member is a responsible adult.

24.13 For the purposes of Rule 24.12(c), “responsible adult” means an adult who is:

(a) a parent, step-parent or guardian of the minor; or

(b) the minor’s spouse or de facto partner;

(c) for the time being, standing in as the parent of the minor.

25. PATRONS

25.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

25.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

26. BOARD OF DIRECTORS

26.1 Subject to Rules 27.2, 34.2 and 34.3, the Board shall consist of a President, a Vice President, a Treasurer and four (4) Ordinary directors.

26.2 (a) At least four (4) directors of the Board including the President, Vice President and Treasurer must be persons who are, or have previously been, active participants in Irish cultural, sporting or artistic activities associated with the Club, including (without limitation) Gaelic football, hurling golf, soccer or Irish dancing. The Board may determine that other cultural, sporting or artistic activities are to be recognised for the purposes of this Rule.

(b) No more than two (2) directors, whether elected or appointed, will be members of the same Sub club or organisation referred to in Rule 26.2(a).

26.3 Subject to Rule 26.2, the Board may appoint up to two (2) Board Appointed Directors to the Board in addition to the directors referred to in Rule 271. The following provisions shall apply in respect of Board Appointed Directors:

(a) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors.

(b) A Board Appointed Director only has to satisfy the eligibility requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed to the Board and does not have to satisfy any eligibility requirement in the Constitution.

(c) The Board cannot appoint a Board Appointed Director if such an appointment would cause the number of directors on the Board to exceed the statutory maximum of nine (9) directors.

26.4 The Board shall be elected biennially in accordance with this Constitution.

26.5 Subject to any restrictions contained in this Constitution, the following members shall be entitled to stand for and be elected or appointed to the Board:

(a) Life members; and

(b) Foundation Members;

(c) Club members.

26.6 A member who:

(a) is an employee; or

(b) is currently under suspension pursuant to Rules 19 or 20 (including a provisional suspension under Rule 20.4);

(c) is a Non Financial member;

(d) is disqualified from managing any company under the Act;

(e) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

(f) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

(g) does not have a Director Identification Number (unless exempted from doing so) on the closing date for nominations or the proposed date of his or her appointment to the Board;

(h) has not been a Foundation member or Financial Club member of the Club for at least three (3) continuous years immediately preceding the proposed date of election or appointment to the Board;

(i) was an employee of the Club during the five (5) years immediately preceding the proposed date of election or appointment to the Board.

(j) has been suspended from membership of the Club for any period of time (not including any provisional suspension pending a disciplinary hearing);

(k) is a director of another registered club,

shall not be eligible to stand for or be elected or appointed to the Board.

26.7 Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

27. ELECTION OF BOARD

27.1 The election of the Board shall be conducted in the following manner:

(a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.

(b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 27.1, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting.

(c) Nominations shall close at least seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary (or another employee authorised by the Secretary to accept nominations) on or before that date.

(d) The nomination form shall be:

(i) in writing; and

(ii) in such form and contain such particulars as determined by the Board from time to time (including without limitation, may require certain information to be supported by a statutory declaration);

(iii) signed and seconded by two (2) eligible members and signed by the nominee who shall thereby signify his or her consent to the nomination.

(e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.

(f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.

(g) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.

(h) A nomination can be withdrawn:

(i) by the nominee at any time prior to the commencement of voting; and

(ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.

(i) An eligible member may be nominated for more than one office.

(j) The names of each candidate and their proposers shall be displayed on the Club Notice Board.

(k) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 32.3.

(l) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.

(m) If there be more than the required number nominated for any position an election shall take place in respect of that position.

(n) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 27.1 the order of seniority shall be:

(i) Chairperson

(ii) Vice Chairperson

(iii) Treasurer

(iv) Ordinary director

(o) If an election is required pursuant to Rule 27.1(m), the following shall apply:

(i) A ballot paper shall be prepared with the order of the names of the nominees determined by lot conducted by the Returning Officer;

(ii) At least five (5) days before the commencement of voting, the Club must display a notice on the Club's website and on the Club noticeboard which confirms:

(1) the approved methods of voting – which may include voting by electronic means; and

(2) the procedures to be followed for voting;

(3) the dates and times when members can vote;

(4) any other details which may be required for voting

(iii) The ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time.

(iv) The ballot shall be determined on the “first past the post” voting system.

(v) Members shall record their vote in such manner as may be prescribed by the Board from time to time by by-law. Failure to comply with the requirements of such by-laws shall render the vote invalid.

(vi) The decision of the Returning Officer as to the formality or informality of any vote shall be final.

(vii) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.

(viii) The Returning Officer shall report the result of the ballot to the Annual General Meeting.

(ix) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 27.1.

(x) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 27.1.

(xi) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 32.3.

(xii) A member cannot vote in the election of the Board if they were not eligible to do so on the date that the nominations for election to the Board closed.

(p) If the election of the Board is to be conducted electronically, members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club’s premises or by using a designated computer or other electronic device at the Club’s premises.

27.2 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 27.

27.3 The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 28.1 is not strictly complied with provided there is no substantive injustice for any candidates.

28. POWERS OF THE BOARD

28.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

28.2 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.

SPECIFIC POWERS

28.3 Without limiting the general powers conferred by Rule 28.2, the Board shall have power from time to time to:

(a) delegate any of its powers to directors, members, employees, committees, sub clubs or any combination thereof;

(b) make, alter and repeal By-Laws pursuant to Rule 28.19.

(c) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

(d) 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 shall think fit.

(e) 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 may be thought fit.

(f) 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.

(g) determine who shall 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.

(h) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

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

(j) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

(k) subject to paragraph (l) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).

(l) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.

(m) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

(n) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other

remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.

(o) impose levies on all members.

(p) set the joining fees, subscriptions and other payments payable by all members.

(q) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(r) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

28.4 Without limiting the general powers conferred by Rule 28.2, the Board shall have power to delegate any of its powers to committees consisting of any:

(a) director; or

(b) member;

(c) employee;

(d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

28.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

28.6 The Chairperson shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

28.7 The meetings and proceedings of any committee consisting of two or more persons shall 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 28 or by any by-law made by the Board pursuant to this Rule 28.

28.8 The quorum for a meeting of any committee shall be a majority of the committee members.

28.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

28.10 The Board shall have the power to dissolve committees or remove committee members from office.

SUB CLUBS

28.11 Without limiting the general powers conferred by Rule 28.2, the Board shall have power to:

(a) establish and/or dissolve Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and

(b) allow Sub clubs established pursuant to this Rule 28.11 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;

(c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;

(d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);

(e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies;

(f) dissolve Sub clubs or remove committee members from office of Sub Clubs.

28.12 Any of the Sub clubs established pursuant to Rule 28.11 or those already in existence must conform to any regulation or restriction that the Board may impose.

28.13 The Chairperson shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.

28.14 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

(a) make regular reports to the Board (or otherwise as may be required by the Board); and

(b) submit copies of all minutes and records to the Board for the purposes of Rules 38 and 39.

28.15 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.

28.16 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

28.17 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

28.18 All assets in the possession and control of a Sub Club (including cash reserves) are owned by the Club.

BY-LAWS

28.19 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

28.20 Without limiting the generality of Rule 28.19 the Board may regulate:

(a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and

(b) the operations of the Club;

(c) the control and use of the Club's premises;

(d) the control and management of competitions;

(e) the conduct of members and guests of members;

(f) the playing and social privileges of each category of membership;

(g) the conduct of members in relation to Club employees;

(h) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;

(i) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

28.21 Any By-law made under Rule 28.19 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

28.22 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

29. BOARD MEETINGS

29.1 The Board may meet together, in person and/or by electronic means, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once Quarter for the transaction of business. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

29.2 The Chairperson shall be entitled to take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then a Vice Chairperson shall take the chair of the meeting. If the Vice Chairpersons are not present or are unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

29.3 The quorum for a meeting of the Board shall be a majority of members of the Board provided always that the number forming a quorum must include any two of the President, the Vice President and the Treasurer.

29.4 If a quorum is not present at a meeting of the Board, the following shall apply:

(a) the meeting shall stand adjourned to the same day in the next week at the same time and place; and

(b) the Secretary must notify the members of the Board of the details of the adjourned meeting of the Board;

(c) if a quorum is not present at the adjourned meeting of the Board, the directors present shall constitute a quorum and transact any business for which the initial meeting was called;

(d) no business shall be transacted at the adjourned meeting of the Board other than the business left unfinished at the initial meeting from which the adjournment took place.

29.5 The Chairperson may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

29.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

29.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, 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.

29.8 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.

29.9 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

29.10 In addition to Rule 29.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

29.11 No proxy voting is permitted at meetings of the Board and/or on any resolutions to be passed by the Board.

30. CORPORATE GOVERNANCE

DIRECTORS DUTIES

30.1 Directors must comply with all of their legal duties as directors, including those duties set out in the Act, Gaming Machines Act, Liquor Act and Registered Clubs Act.

MATERIAL PERSONAL INTERESTS

30.2 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 30.3.

30.3 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

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

30.4 A director may disclose a material personal interest in the form of a standing notice to the other directors with ongoing effect in accordance with the Act.

30.5 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 30.2:

(a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(b) the Board may remove or have removed, the director from the Board meeting while the matter is being considered.

REGISTERED CLUBS ACCOUNTABILITY CODE

30.6 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).

31. MEETINGS AND VOTING

31.1 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):

(a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means;

(b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending; and

(c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.

31.2 If there is any inconsistency between Rule 31.1 and any other provision of this Constitution, Rule 31.1 shall prevail to the extent of that inconsistency.

32. VACANCIES ON BOARD

32.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

(a) dies;

(b) is disqualified for any reason referred to in Section 206B of the Act;

(c) 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;

(d) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not be vacant as a result of that absence;

(e) by notice in writing resigns from office as a director;

(f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act, the Liquor Act or any other law;

(g) ceases to be a member of the Club;

(h) becomes an employee of the Club;

(i) fails to complete the mandatory training requirements for directors referred to in Rule 27 within the prescribed period (unless exempted);

(j) was not eligible to stand for or be elected or appointed to the Board;

(k) ceases to hold the necessary qualifications to be elected or appointed to the Board;

(l) is convicted of an indictable offence (unless no conviction is recorded);

(m) becomes a Non Financial member of the Club;

(n) has been suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 20.4);

(o) does not have or ceases to have a Director Identification Number (unless exempted from doing so);

(p) is removed from office as a director in accordance with the Act.

32.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCIES

32.3 The Board may appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

33. GENERAL MEETINGS

CALLING AND HOLDING GENERAL MEETINGS

33.1 A general meeting of the members of the Club must be held for a proper purpose.

33.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

33.3 The Board:

(a) may whenever it considers fit call and arrange to hold a general meeting of the Club; and

(b) must, if required by the Act, call and arrange to hold a general meeting on the request of members.

33.4 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

33.5 The Board may withdraw any resolution which has been proposed by the Board, and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

33.6 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

33.7 If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

NOTICE OF GENERAL MEETINGS

33.8 At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

33.9 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

(a) set out the place, date and time of the meeting; and

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

(c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

33.10 Neither:

(a) the accidental omission to give notice of a meeting; nor

(b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void

ANNUAL GENERAL MEETINGS

33.11 The business of the Annual General Meeting shall be as follows:

(a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and

(b) to receive and consider the reports referred to in Rule 35.4;

(c) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;

(d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;

(e) to consider and if thought fit pass ordinary resolutions and special resolutions (if any);

(f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

33.12 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

33.13 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

33.14 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

33.15 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

33.16 The auditor is entitled to be heard even if:

(a) the auditor retires at the meeting; or

(b) the meeting passes a resolution to remove the auditor from office.

33.17 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

33.18 The Chairperson shall be entitled to take the chair at every general meeting.

33.19 If the Chairperson is not present or is unwilling or unable to act then a Vice Chairperson shall preside as chairperson of the meeting.

33.20 If the Vice Chairpersons are not present or are unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.

33.21 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

33.22 (a) Despite Rules 33.18 to 33.21, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

(b) A person elected under Rule 33.22(a) who is not a member of the Club is not entitled to vote at the general meeting.

33.23 The chairperson:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

33.24 A member cannot attend and vote at a general meeting (including an Annual General Meeting) if they were not eligible to do so on the date that the notice of meeting was issued to members.

33.25 The Board may authorise persons other than members to attend and speak at a general meeting but those persons shall not be entitled to vote at general meetings.

33.26 A person shall not:

(a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(b) vote at any election including an election of a member or of the Board,

as the proxy of another person.

33.27 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

33.28 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.

33.29 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.

33.30 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.

33.31 Voting shall be on a show of hands unless a poll is demanded.

33.32 Five (5) members or the chairperson may demand a poll.

33.33 A demand for a poll may be withdrawn.

33.34 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.

33.35 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

33.36 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.

33.37 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:

(a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and

(b) 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 votes recorded in favour of or against such resolution.

33.38 The Club may record the proceedings of general meetings (including Annual General Meetings) using audio and visual technology but members are not entitled to do so.

QUORUM FOR GENERAL MEETINGS

33.39 No business shall be transacted at any general meeting of members unless a quorum of members is present.

33.40 At any general meeting of the Club (including an Annual General Meeting) convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.

33.41 At any general meeting of the Club convened pursuant to Rule 33.3(b), fifty (50) members present in person shall be a quorum.

33.42 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:

(a) be dissolved if it was convened pursuant to Rule 33.3(b); or

(b) stand adjourned to the same day in the next week at the same time and place.

33.43 If at any meeting adjourned pursuant to Rule 33.42(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

33.44 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

33.45 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33.46 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

33.47 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

34. MINUTES

34.1 The Club must keep minute books in which it records:

(a) proceedings and resolutions of general meetings of the Club; and

(b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);

(c) resolutions passed by directors without a meeting.

34.2 The Club must ensure that:

(a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and

(b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

34.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

35. ACCOUNTS AND REPORTING TO MEMBERS

35.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act and the Registered Clubs Accountability Code:

35.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall 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 to inspect such records.

35.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

35.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report.

36. FINANCIAL YEAR

36.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

37. AUDITORS

37.1 Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

38. SECRETARY

38.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

39. EXECUTION OF DOCUMENTS

39.1 The Club may execute a document (including a deed) without using a seal if that document is signed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

39.2 If the Club has a seal, 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:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

40. NOTICES

40.1 Without limiting the provisions of the Act, a notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it to the residential or postal of the member;

(c) by sending it to the email address of the meeting

(d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

40.2 The Club shall determine the manner in which notices are to be given to members (unless it is legally required to give a notice to members in a specific manner).

40.3 Where a notice is:

(a) personally given to a member in accordance with Rule 40.1(a), it is deemed to be received on the day the member is given the notice; and

(b) sent to a member in accordance with Rule 40.1(b), it is deemed to be received by the members on the day following that on which the notice was sent;

(c) sent to a member in accordance with Rule 40.1(c), it is deemed to be received by the members on the day following that on which the notice was sent;

(d) sent to a member in accordance with Rule 40.1(d), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

41. INDEMNITY TO OFFICERS

41.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

41.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

42. CLUB COLOURS AND BADGE

42.1 The representative colours of the Club shall be green, white, gold and brown. The Board shall determine from time to time the playing uniforms of the Club.

42.2 A badge bearing the name of the Club may be issued to a member at the discretion of the Board. Any such badge will not be transferable to any other person or member of the Club.