

By-Laws of the Willoughby Legion Ex-Services Club 2015

Any By-Law made under the Clubs' Constitution will come into force and have the full authority of a By-Law of the Club on being posted on the Club's Notice Board (rule 94 of the Club's Constitution)

1 Ex-Service Members

Ex-Service Members are those persons in the class set out in rule 20, and any other person who has attained the age of 18 years, is a member of the Willoughby Sub Branch of the Legion, has made application and been elected to Ex-Service membership of the Club in accordance with this Constitution and any applicable By-Laws.

2. Ordinary Members

Ordinary Members are those persons in the class set out in rule 20, and any other person who has attained the age of 18 years, has made application and been elected to Ordinary membership of the Club in accordance with this Constitution and any applicable By-Laws.

3 Disciplinary Proceedings

The disciplinary powers of the Board under this Constitution may be exercised by a disciplinary committee appointed by the Board comprising not less than 3 Directors. A quorum of the disciplinary committee is 3 Directors. Any references to the Board in relation to disciplinary proceedings may be read as references to the disciplinary committee.

- (a) The Board may expel, reprimand, or suspend a Member who:
 - breaches any of the provisions of these Rules or the Club's By-Laws;
 - is in the opinion of the Board, guilty of any conduct which is prejudicial to the interests of the Club, which is unbecoming of a Member, or which renders the Member unfit for membership.
- (b) The Member must be given written notice of the charge:
 - at least 7 days before the meeting of the Board at which the charge is to be heard; and
 - which sets out the facts and matters giving rise to the charge.
- (c) The Board may immediately suspend the Member from his or her right to the privileges and facilities of membership of the Club by written notice on or after issuing a notice of charge.
- (d) The Member charged may attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.

- (e) If the Member fails to attend the hearing, the charge may be heard and the Board may decide on the evidence before it in the Member's absence, but having regard to any written representations made by the Member.
- (f) After the Board has considered all the evidence put at a hearing it must come to a decision as to whether the Member is guilty of the charge.
- (g) If the Board finds that a Member is not guilty of a charge, then it must dismiss the charge and reinstate the Member (if the Member has been suspended).
- (h) If the Board finds the Member guilty of the charge, prior to considering any penalty it must inform the Member of its findings:
verbally (if the Member has attended the hearing); or
in writing (if the Member has not attended the hearing).
- (i) The Member may address the Board in relation to the penalty appropriate to the charge of which the Member has been found guilty:
at the hearing (if the Member has attended the hearing); or
by written submission to the Board submitted no later than 7 days after the Member is notified that he or she has been found guilty (if the Member did not attend the hearing).
- (j) The Board must consider the Member's submissions in relation to penalty and notify the Member of the penalty imposed:
verbally (if the Member has attended the hearing); or
in writing (if the Member has not attended the hearing).
- (k) A decision of the Board at such a hearing or any adjournment is final and the Board is not required to assign any reason for its decision.
- (l) The Chief Executive Officer must not vote but may assist the Board in its deliberations.
- (m) A decision of the Board to impose any penalty must be by special resolution.
- (n) Despite anything else in these rules the Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may suspend any Member from exercising all rights and privileges of membership if he or she considers a charge should be laid against that Member. Unless notification of such charge is sent in accordance with rule 51 within 7 days of such

suspension, the rights of the Member will be restored unless the Member is suspended under rule 52.

4. Board of Directors (triennial term)

At each Annual General Meeting held while the triennial rule is in force (other than the first 2015, and second such meetings 2016) the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

- (o) In 2015 group 1 consisting of 2 directors will vacate their positions on the Board and will be eligible to stand for re-election (unless otherwise disqualified), and if re-elected hold office for 3 years.
- (p) In 2016 group 2 consisting of 2 directors will vacate their positions on the Board and will be eligible to stand for re-election (unless otherwise disqualified), and if re-elected hold office for 3 years.
- (q) Every other year following the first 2 years after the triennial rule came into force the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (i) See an extract of the minutes of the Annual General Meeting held 22nd November 2014

12. To deal with the 1st tri-annual election of the Board of Directors – the Returning Officer Mr John Browning assisted by Jim Farrell proceeded to conduct the draw for the following three terms of groups of Directors. The result of the draw was as follows:

- a) The first group for a one year period consisted of Matt Vertzonis and Jack Seatter
- b) The second group for a two year period consisted of Doug Deall and John Finucane
- c) The third group for a three year period consisted of Elizabeth Dorahy, Peter Dove and Steve Rayner.

5. Election of Directors

- (a) At least two directors (refer to Rule 86) must:
 - have served as a Director for a cumulative period of 2 years within the 3 years preceding the date of the election; and
 - not be under suspension or debarred from any rights or privileges of membership of the Club at the date of nomination and the date of election to the Board (the AGM).
- (b) All remaining directors must:
 - be a Life Member or financial Ex-Service Member or Ordinary Member for a continuous period of not less than 3 years as at the date of his or her election to the Board; and

not be under suspension or debarred from any rights or privileges of membership of the Club at the date of nomination and the date of election to the Board.

(c) Calling of Nominations for the Board of Directors

A notice will be placed on the Club's Notice Board and the Club's Website, by the Chief Executive Officer at least 28 days prior to the Election of Directors

From that date any sitting Director due for re-election may continue in his/her role as a Director of the Club, until the conduct of the Election of Directors (if required)

(d) A nomination for the election to the Board must be:

made in writing in the form prescribed by the Board and obtained from the Chief Executive Officer;

signed by the applicant and signed by 2 financial Ex-Service Members, financial Ordinary Members or Life Members; and

lodged with the Chief Executive Officer no later than 14 days prior to the Election of Directors.

(e) The Chief Executive Officer must post the nominations for election to the Board on the Club's Notice Board at least 7 calendar days prior to the election of the Board.

(f) The election of Board will occur at the AGM and will be conducted by the Returning Officer (refer by-law 5 (h) (ii), (iii) and (v))

(g) If at the close of nominations the number of candidates duly nominated is less than or equal to the number required to be elected:

those candidates duly nominated shall be declared elected;

if the number of candidates is less than the number required to be elected, additional nominations will be called for at the relevant Annual General Meeting; and

if the number of nominations received at that Annual General Meeting is less than the number required to be elected, then those candidates nominated shall be duly elected and any position on the Board which is not filled at that Annual General Meeting may be filled by the Board as a casual vacancy.

(h) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected then:

a ballot for the Election of Directors will be conducted at the AGM which will be determined on the "first past the post" system;

the Board will appoint a returning officer to conduct the ballot;

any Director due for re-election must vacate his/her position during the conduct of the ballot and until the results of the ballot are announced by the returning officer.

if there is an equality of votes between 2 or more candidates for any position, the returning officer will determine the successful candidate by drawing lots;

a member who is not a candidate or the proposer or seconder of a candidate may nominate himself or herself to be a scrutineer without the need for a proposer or seconder to that nomination. Scrutineers will be elected by ordinary resolution of the Members present and voting; and

the returning officer will record the Members present at a General Meeting or Annual General Meeting and issue voting papers.

- (i) At the first meeting of the Board following each Annual General Meeting, the Board shall elect from its number a President and Vice President who must each have served as a Director for a cumulative period of 2 years within the 3 years preceding the date of the election.
- (j) A person who is elected to the Board will complete a corporate governance training seminar provided either by the Club for its Directors or by a reputable external body reasonably approved by the Board (such as the Club Director's Institute), at the earliest available opportunity or within 12 months of the date of election (whichever is the later). A person who has completed such training prior to their election to the Board will not be required to attend training in accordance with this rule.
- (k) A Member must not distribute (or cause any person to distribute) within the Club's premises:

any written matter canvassing support for, or against, any notice of motion to be dealt with by the Members at any General Meeting; or

any "how to vote" card or similar material supporting the candidature of any person for election to the Board.

- (l) A Member must not permit his or her name to be used or published in the press or any other form of mass media:

in support for, or against, any notice of motion to be dealt with by the Members at any General Meeting; or

in support of his or her candidature or the candidature of any other Member for election to the Board.

- (m) The Board may make such By-Laws not inconsistent with the Constitution as it considers necessary for the conduct of any election and all matters in connection with such an election (Rule 90 of the Club's Constitution)

Approved by the Board of Directors at their meeting of / /2015

Signed _____ Jack Seatter (President)