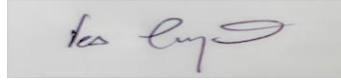


I, Vester Campion, Director, certify that this and the following 27 pages is a true and correct copy of the Constitution of Willoughby Legion Ex-Services Club Limited as amended by special resolutions passed at a General Meeting held on 19<sup>th</sup> November 2023



Vester Campion

CORPORATIONS ACT 2001

A Public Company Limited by Guarantee  
and not having a Share Capital

**CONSTITUTION**

of

**WILLOUGHBY LEGION EX-SERVICES CLUB LTD**

**ABN 35 000 248 117**

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**DEFINITIONS**

- 1 The following definitions apply in this Constitution unless the context requires otherwise:

**Act** means the *Corporations Act 2001*.

**Annual General Meeting** has the meaning given by the Act.

**ASIC** means the Australian Securities and Investments Commission.

**Authorised person** means an employee, contractor or agent of the Club, or, a police officer for the purposes of rule 64.

**Board** means the Directors acting as the Board of Directors of the Club constituted in accordance with this Constitution.

**By- Law** means any by-law approved by the Board under rule 90.

**Chief Executive Officer** means the secretary of the Club and includes an acting or honorary secretary.

**Club** means Willoughby Legion Ex-Services Club Ltd ABN 35 000 248 117.

**Club Licence** means a licence held by the Club under the Liquor Act.

**Club's Notice Board** means a board designated as such within the Club's premises on which notices for the information of Members are posted.

**Constitution** means these rules as amended from time to time.

**Director** means a member of the Board.

**Ex-Service Member** means a person elected to membership of the Club under rule 21.

**Full Member** means a person who is an ordinary member (as defined in the Registered Clubs Act and not as defined in this Constitution) or a Life member of the Club.

**Gaming Machines Act** means the *Gaming Machines Act 2001*.

**General Meeting** is a meeting of the Members entitled to vote under this Constitution, duly constituted in accordance with this Constitution.

**Guest** has the same meaning as defined in the Registered Clubs Act.

**Legion** means the Australian Legion of Ex-Servicemen and Women and includes the Willoughby sub-branch of the Legion.

**Liquor Act** means the *Liquor Act 2007*.

**Member** means a member of the Club.

**Officer** has the meaning given by the Act.

**Ordinary Member** means a person elected to membership of the Club under rule 22.

**President** means the Director elected as President.

**Registered Clubs Act** means the *Registered Clubs Act 1976*.

**Special Resolution** has the meaning given by the Act.

**Vice President** means the Director elected as Vice President.

## INTERPRETATION

- 2 The following rules of interpretation apply unless the context requires otherwise:
- (a) headings are for convenience only and do not affect interpretation;
  - (b) the singular includes the plural and conversely;
  - (c) a gender includes any gender;
  - (d) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning;
  - (e) a reference to a rule is to a provision of this Constitution;
  - (f) a reference to law or legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it; and
  - (g) a reference to month is a reference to a calendar month.

## THE ACT

- 3 The Club is a company limited by guarantee without share capital.
- 4 The replaceable rules set out in the Act do not apply to the Club.
- 5 The Club has the legal capacity of a natural person and a body corporate in accordance with the Act.

- 6 The liability of the Members is limited to the amount set out in rule 15.

### **REQUIREMENTS FOR REGISTERED CLUBS**

- 7 Subject to the Liquor Act and the Registered Clubs Act
- (a) liquor must not be sold, supplied or disposed of on the Club's premises to any person other than a Member except:
- to a person on the invitation of and in the company of a Member; or
- to any person at a function in respect of which authority is granted to the Club under section 23 of the Registered Clubs Act; and
- (b) liquor must not be sold, supplied or disposed of on the Club's premises to any person under the age of 18 years.
- 8 A person under the age of 18 years must not use or operate gaming machines on the Club's premises.
- 9 Subject to Sections 10(6) and 10(6A) of the Registered Clubs Act, a Member including a Director or member of a Board committee must not derive (directly or indirectly) any profit, benefit or advantage from the Club that is not offered equally to every Full Member .
- 10 Subject to Section 10(7) of the Registered Clubs Act, a person other than the Club or its Members must not derive (directly or indirectly) any profit, benefit or advantage from the fact the Club holds a Club Licence or from any added value that may accrue to the Club's premises because of that Club Licence.
- 11 The Chief Executive Officer, an employee, a Director or a member of a Board committee, must not 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, sold or disposed of by the Club.
- 12 A person must not as the proxy of another person.
- (a) attend or vote at any meeting of the Club, of the Board, or of any Board committee; or
- (b) vote at any election of, or of a member of, the Board,

### **OBJECTS**

- 13 The objects of the Club include but are not limited to the following:
- (a) to provide for Members and for Member's Guests a Legion ex-services club;
- (b) to provide for Members and for Members' Guests a social and sporting club with all the usual facilities of a club;
- (c) to promote and advance the interests and status of the Legion;
- (d) to promote and respect the ANZAC spirit and traditions, including holding commemorative functions and events, and maintaining and improving the

memorial gardens and any commemorative objects or structures on the Club's premises;

- (e) to promote community and to preserve and encourage good fellowship, friendship and comradeship;
- (f) to promote the status and prestige of the Club;
- (g) to promote and encourage sports in the community;
- (h) to donate to, and support, charities and not for profit community organisations which may include the Legion and the Willoughby Sub Branch of the Legion; and
- (i) any other matter incidental to, or which would promote, these objects.

### **ADDITIONAL OBJECTS (Inserted post AGM 19<sup>th</sup> Nov 2023)**

13A (a) To provide the Willoughby Legion Chapter of the RSL Sub Branch, for as long as that Chapter shall retain members who are also members of the Club, the use of rooms, office facilities, notice boards, display areas and facilities as are available and necessary from time to time for their activities without and fee or rent being charged by the Club

(b) To provide, without charge- facilities, assistance and support to the Willoughby Legion Chapter of the Chatswood RSL Sub Branch in relation to their ceremonies, events and activities for as long as the Chapter shall retain members who are also members of the club.

(c) To uphold, support and respect the principles. spirit, memory and ethos of the Australian Defences Forces and its allies in all aspects of the activities of the club.

### **INCOME AND PROPERTY OF THE CLUB**

- 14 The income and property of the Club must be applied solely towards the promotion of the objects of the Club and must not be paid or transferred (directly or indirectly) to the Members except for:
- (a) the payment in good faith of remuneration to any person in return for any services actually rendered to the Club or out of pocket expenses reasonably incurred by a person in carrying out his or her duties to the Club;
  - (b) the payment of an honorarium to a Director approved by a resolution passed at a General Meeting on which the persons entitled to vote are the same as the persons entitled to vote at the election of the Board; and
  - (c) reasonable and proper rent for premises demised or let to the Club by any Member.

### **WINDING UP**

- 15 The liability of the Members is limited. Each Ex-Service Member and Ordinary Member agrees to contribute an amount not exceeding \$2.00 to the assets of the Club if the Club is wound up while he or she is an Ex-Service Member or Ordinary Member

or within 1 year after he or she ceases to be an Ex-Service Member or Ordinary Member, for payment of:

- (a) the debts and liabilities of the Club contracted before the time at which he or she ceases to be an Ex-Service Member or Ordinary Member;
- (b) the costs charges and expenses of the winding up of the Club; and
- (c) for the adjustment of the rights of the contributories amongst themselves.

16 If on the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property, that property must not be paid to or distributed among the Members of the Club but must be given or transferred to:

(a). One or more ex-Service organisations or entities within the Willoughby Local Government Area that have within their objects, obligations to maintain and enhance the well-being of past or current Service members and their dependents, or to establish or maintain memorials to past and current Service members, or to conduct commemorative events to honour Australia's military heritage, or to conduct educative activities within the community, or to undertake activities that recognize and respect those who have served the nation.

- (a) if effect cannot be given to rule 16(a), to an organisation or organisations with similar objects which prohibit distribution of income or property on winding up or dissolution among the Members at least to the extent imposed under this Constitution; or

## **MEMBERSHIP**

(b). if effect cannot be given to rule 16(a), to an organisation or organisations with similar objects which prohibit distribution of income or property on winding up or dissolution among the Members at least to the extent imposed under this Constitution; or  
 c. if effect cannot be given to rule 16(b), to a charitable object or objects.

17. The organisation or organisations, or charitable object, to which distribution is made under rule 16 will be determined by:  
 a. the Members in General Meeting at or before the winding up or dissolution of the Club;

or

b. if the Members do not make such a determination, by a court of competent jurisdiction.

17 The number of Full Members of the Club must not exceed the maximum permitted under the Registered Clubs Act.

18 A person must not be admitted to membership of the Club except as an Ordinary member (as defined in the Registered Clubs Act and not as defined in this

Constitution) Life Member, Honorary Member, Temporary Member or Provisional Member.

- 19 As of the date of the special resolution passed by the Members in General Meeting adopting this Constitution, the classes of membership referred to in the First Column of the Schedule below are renamed (or remain of the same name as the case may be) as set out in the corresponding class of membership in the Second Column:

#### **SCHEDULE**

<b>First Column</b>	<b>Second Column</b>
Ex-Service Member	Ex-Service Member
Associate Member	Ordinary Member
Life Member	Life Member

#### **EX SERVICE MEMBERS**

- 20 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.

#### **ORDINARY MEMBERS**

- 21 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.

#### **LIFE MEMBERS (amended AGM 2 November 2019)**

- 22 Any Ex-Service Member or Ordinary Member who has rendered outstanding service to the Club may be elected to Life membership of the Club by the Members in General Meeting following the submission to that meeting of a recommendation from the Board.

#### **HONORARY MEMBERS**

- 23 The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board:
- (a) the patron or patrons for the time being of the Club; and
  - (b) any prominent citizen or local dignitary visiting the Club.
- 24 Any person who:
- (a) is a member of the Australian Defence Force;
  - (b) attends the Club's premises; and

- (c) produces evidence that the person is a member of the Australian Defence Force,

is taken to have been admitted as an Honorary Member for the day the person attends the Club.

### **TEMPORARY MEMBERS**

- 25 The following persons who have attained the age of 18 years may be made Temporary Members of the Club in accordance with procedures established by the Board:
- (a) a person whose permanent place of residence in New South Wales is not less than a distance from the Club determined by the Board by By-Law (but not less than 5 kilometres or any other limit prescribed under the Registered Clubs Act);
  - (b) a Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) a Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; and
  - (d) any interstate or overseas visitor.
- 26 Temporary Members will not be required to pay an entrance fee or annual subscription.
- 27 An eligible person may be admitted as a Temporary Member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Casino, Liquor & Gaming Control Authority may approve in writing).
- 28 The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give any reason.

### **PROVISIONAL MEMBERS**

- 29 A person who has lodged with the Chief Executive Officer an application form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the application may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application to be elected as a Full Member.
- 30 If a Provisional Member:
- (a) is not elected as a Full Member within 6 weeks from the date of lodging the application form with the Chief Executive Officer; or

(b) that person's application is refused,  
 (whichever occurs first) that person will immediately cease to be a Provisional Member and the annual subscription submitted with that person's application must be refunded.

### **RIGHTS OF MEMBERS**

- 31 Financial Ex-Service Members and Ordinary Members, and Life Members, have the right to:
- (a) attend and vote at Annual General Meetings or General Meetings of the Club;
  - (b) nominate or second an eligible Member for election to the Board;
  - (c) stand for election to the Board; and
  - (d) vote at elections of the Board.
- 32 Each financial Ex-Service Member and Ordinary Member, and each Life Member, is entitled to 1 vote on a resolution at a General Meeting, Annual General Meeting or election of the Board.
- 33 Life Members will be relieved from payment of any subscription or levies but have all the rights and privileges of the class of membership to which they belonged prior to being elected as a Life Member.
- 34 Honorary Members, Provisional Members and Temporary Members are:
- (a) entitled to only the social facilities and amenities of the Club; and
  - (b) are not entitled to:
    - attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club; or
    - participate in the management, business and affairs of the Club in any way.
- 35 A Member is not deemed to be a financial Member for the purposes of any matter referred to in rule 32 if:
- (a) at the expiration of 30 days from the due date the Member's subscription or any part of it remains unpaid; or
  - (b) any money (other than the subscription) owing by the Member to the Club has remained unpaid at the expiration of 14 days from service on the Member of a notice from the Club requiring payment;
- and in either case the Member will not be a financial Member until payment in full of the amount owing, unless that Member is on active service duty in which case the Board will defer the due date for payment until at least 30 days after that Member ceases to be on active service duty.
- 36 An employee of the Club may be admitted as a Member in any class of membership for which he or she is eligible, but is not entitled to:
- (a) vote at Annual General Meetings, General Meetings or elections of the Board; or
  - (b) be nominated for or elected as the President, Vice President or a Director.



- 37 Any profit, benefit or advantage from the Club granted under this Constitution to Ordinary Members as a class must be equally offered to Ex-Service Members as a class, provided that nothing in this rule affects or limits, or is intended to affect or limit, the operation of section 10(1)(i), section 10(6) and section 10(6A) of the Registered Clubs Act.

### **ELECTION OF MEMBERS**

- 38 A person must not be admitted as a Member of the Club other than as an Honorary Member, Temporary Member or Provisional Member, unless the person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club and the names of those members present and voting at that meeting are recorded by the Chief Executive Officer.
- 39 A person must not be elected to membership of the Club unless:
- (a) that person has lodged a completed application form with the Chief Executive Officer in the format required by the Board including acceptable photo identification and a statement that the applicant, if admitted, will be bound by the Constitution;
  - (b) the application form is signed by the applicant;
  - (c) the applicant has paid to the Club any entrance fee and annual subscription applicable to the class of membership for which the applicant has applied;
  - (d) the name, and other information required by the Registered Clubs Act, of the applicant has been exhibited in a conspicuous place in the Club for a continuous period of not less than 7 days before the election; and
  - (e) a period of not less than 14 days between the deposit of the application with the Chief Executive Officer and the applicant's election has expired.
- 40 If a person is not elected to membership the Chief Executive Officer will notify the applicant and refund any money paid by the applicant with his or her application for membership.

### **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

- 41 The Board may prescribe entrance fees and subscriptions or payments payable by Members provided that those amounts are not less than any minimum amount prescribed by the Registered Clubs Act.
- 42 The Board may prescribe that fees and subscriptions are to be paid quarterly, half yearly, annually or for more than 1 year in advance.
- 43 The Board may impose levies on Members for special purposes as it considers fit.
- 44 The annual subscriptions, fees and levies payable by Ex-Service Members will not be greater than such subscriptions, fees and levies payable by Ordinary Members.

### **ADDRESSES OF MEMBERS**

- 45 Members must advise the Chief Executive Officer of any change in their address in writing.

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

- 46 The Club will keep the following registers in accordance with the Registered Clubs Act:
- (a) a register of persons who are Full Members of the Club;
  - (b) a register of persons who are Honorary Members;
  - (c) a register of persons admitted as Members under section 30A of the Registered Clubs Act and Rule 25;
  - (d) registers of Temporary members other than Temporary members referred to in Rule 26(c); and
  - (e) a register of Guests.

### **PATRON**

- 47 A person may be appointed or removed as a Patron of the Club only:
- (a) on the recommendation of the Board; and
  - (b) as approved by the Members in General Meeting.

### **DISCIPLINARY PROCEEDINGS**

- 48 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.
- 49 The Board may expel, reprimand, or suspend a Member who:
- (a) breaches any of the provisions of these Rules or the Club's By-Laws;
  - (b) 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.
- 50 The Member must be given written notice of the charge:
- (a) at least 7 days before the meeting of the Board at which the charge is to be heard; and
  - (b) which sets out the facts and matters giving rise to the charge.

- 51 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.
- 52 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.
- 53 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.
- 54 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.
- 55 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).
- 56 If the Board finds the Member guilty of the charge, prior to considering any penalty it must inform the Member of its findings:
- (a) verbally (if the Member has attended the hearing); or
  - (b) in writing (if the Member has not attended the hearing).
- 57 The Member may address the Board in relation to the penalty appropriate to the charge of which the Member has been found guilty:
- (a) at the hearing (if the Member has attended the hearing); or
  - (b) 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).
- 58 The Board must consider the Member's submissions in relation to penalty and notify the Member of the penalty imposed:
- (a) verbally (if the Member has attended the hearing); or
  - (b) in writing (if the Member has not attended the hearing).
- 59 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.
- 60 The Chief Executive Officer must not vote but may assist the Board in its deliberations.
- 61 A decision of the Board to impose any penalty must be by special resolution.
- 62 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.

### **EXCLUSION FROM THE CLUB'S PREMISES**

- 63 An Authorised Person may refuse to admit to, or may turn out of, the Club's premises any person:
- (a) who is at the time intoxicated, violent, quarrelsome or disorderly,
  - (b) whose presence on the Club's premises renders the Club or the Chief Executive Officer liable to a penalty under any law;
  - (c) who smokes, within the meaning of the *Smoke-Free Environment Act 2000 (NSW)*, while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
  - (d) who uses, or has in his or her possession, while on the Club's premises any substance that the Authorised Person suspects of being a prohibited plant or a prohibited drug; or
  - (e) whom the Authorised Person, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.

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

- 64 A Member may at any time by giving notice in writing to the Chief Executive Officer resign from membership of the Club and such resignation will take effect from the date on which it is received by the Chief Executive Officer.
- 65 Every person who ceases to be a Member for any reason, will immediately on such cessation:
- (a) forfeit all rights and privileges as a Member; and
  - (b) become liable for any unpaid subscription due and any other money due by that person at the date of such cessation or for which that person is or may become liable under this Constitution.

### **GUESTS**

- 66 All Members other than Temporary Members may introduce Guests to the Club. Temporary Members may only introduce a guest who is a minor in accordance with the Registered Clubs Act.
- 67 A Member must not:
- (a) introduce Guests more frequently or in greater number than provided by By-Law; and
  - (b) introduce any person as a Guest who has been expelled from the Club for misconduct or non-payment of subscription or fees or who has been suspended.

- 68 A Member is responsible for the conduct of any Guests he or she introduces to the Club.
- 69 The Board may make By-Laws regulating the terms and conditions on which Guests may be admitted to the Club.
- 70 A Guest must at all times remain in the reasonable company of the Member who introduced the Guest to the Club.
- 71 A Guest must not remain on the Club's premises any longer than the Member who introduced the Guest to the Club.
- 72 The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may refuse a Guest admission to, or remove a Guest from, the Club's premises (or any part of those premises) at any time without notice and without being required to give any reason.

### **BOARD OF DIRECTORS**

- 73 The business and affairs of the Club and the custody and control of its funds will be managed by the Board which will consist of a President, Vice President and 5 other Directors, however:
- (a) the Directors shall at their discretion appoint up to two (2) further Directors and those persons shall hold office for a period of up to three (3) years only, or as the Board shall nominate at the time of appointment; and
  - (b) following appointment by the Board of any additional directors, within 21 days the Board shall cause a notice to be placed on the notice board within the Club and on the Club website the reasons for the appointment, including the person's skills and qualifications and any proposed honorarium.
- 74 On and from the election of the Board in 2014, the Board will be elected triennially in accordance with Schedule 4 of the Registered Clubs Act as set out in this Constitution.
- 75 All members of the Board elected at that meeting will be divided into three groups.
- 76 There shall be three (3) groups:
- (a) shall be as nearly as practicable equal in number;
  - (b) shall be designated as Group 1, Group 2 and Group 3 in the order they are drawn
  - (c) shall be determined by drawing lots by:
    - placing the names of directors who satisfy the qualifications referred to in Rule 81(a) in one vessel (Vessel 1); and
    - placing the names of the remaining directors in a second vessel (Vessel 2); and
    - constitute Group 1 by drawing:

- (A) if there are two or more names in Vessel 2, two names from Vessel 2; or
- (B) if there is one name in Vessel 2, one name from Vessel 2 and one name from Vessel 1; or
- (C) if there are no names in Vessel 2, two names from Vessel 1; and

constitute Group 2 by drawing:

- (D) if there are two or more names in Vessel 2, two names from Vessel 2; or
- (E) if there is one name in Vessel 2, one name from Vessel 2 and one name from Vessel 1; or
- (F) if there are no names in Vessel 2, two names from Vessel 1; and

constitute Group 3 by drawing the remaining names from Vessel 1 and Vessel 2 (if any).

77 Unless otherwise disqualified, the members of the Board:

- (a) in Group 1 shall hold office for 1 year, and
- (b) in Group 2 shall hold office for 2 years, and
- (c) in Group 3 shall hold office for 3 years.

78 At each Annual General Meeting held while this triennial rule is in force (other than the first and second such meetings) 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;

- (a) upon completion of a Director's term in office, they may offer themselves for re-election provided they are eligible for election in accordance with clause 81 of the Constitution.

79 If this triennial rule is revoked:

- (a) at an Annual General Meeting — all the members of the Board cease to hold office, or
- (b) at a meeting other than an Annual General Meeting — all the members of the Board cease to hold office at the next succeeding Annual General Meeting,
- (c) and an election shall be held at the meeting to elect the members of the Board.

## **ELECTION OF BOARD**

80

- (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

(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.

81 A nomination for the election to the Board must be:

- (a) made in writing in the form prescribed by the Board;
- (b) signed by the applicant and signed by 2 financial Ex-Service Members, financial Ordinary Members or Life Members; and
- (c) lodged with the Chief Executive Officer within the period prescribed by the Board by By-Law.

82 All nominations for election to the Board must be received by the Chief Executive Officer no later than the date prescribed by the Board from time to time by By-Law. 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.

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

- (a) those candidates duly nominated shall be declared elected;
- (b) 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
- (c) 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.

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

- (a) a ballot will be conducted which will be determined on the "first past the post" system;
- (b) the Board will appoint a returning officer to conduct the ballot;
- (c) 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;
- (d) 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

- (e) the returning officer will record the Members present at a General Meeting or Annual General Meeting and issue voting papers.
- 85 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.
- 86 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.
- 87 A Member must not distribute (or cause any person to distribute) within the Club's premises:
- (a) any written matter canvassing support for, or against, any notice of motion to be dealt with by the Members at any General Meeting; or
  - (b) any "how to vote" card or similar material supporting the candidature of any person for election to the Board.
- 88 A Member must not permit his or her name to be used or published in the press or any other form of mass media:
- (a) in support for, or against, any notice of motion to be dealt with by the Members at any General Meeting; or
  - (b) in support of his or her candidature or the candidature of any other Member for election to the Board.
- 89 The Board may make such By-Laws not inconsistent with this Constitution as it considers necessary for the conduct of any election and all matters in connection with such an election.

### **POWERS OF THE BOARD**

- 90 The Board is responsible for the management of the business and affairs of the Club and may exercise its powers and do all such things as the Club is authorised to do by this Constitution or by law, which are not required to be exercised or done by the Club in General Meeting under this Constitution or by law.
- 91 Where the Club has entered into written agreements with the Willoughby Legion Sub Branch, the Board will exercise its powers so that the Club complies with those agreements unless otherwise required by law. (amended AGM 4 Nov 2017)
- 92 In particular, but without derogating from the general powers conferred by rule 91, the Board has the power to:
- (a) delegate (and revoke such delegation) any of its powers (other than this power of delegation) to committees:



consisting of such Directors, Full Members or other persons as it may consider fit;

which must conduct their affairs as directed by the Board; and

of which the Chief Executive Officer will be an ex officio member,

(b) make such By-Laws not inconsistent with this Constitution as it considers necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Members of the Club and to amend or rescind any such By-Laws; and

(c) create sections and committees for the conduct, management and control of all sports and other activities conducted for the benefit of the Members including:

to determine those Members eligible for membership of such sections and committees;

to fix or approve any supplemental subscription or any charge for membership of such sections or any of them; and

to prepare, approve and amend rules and By-Laws for the control and regulation of such sections or committees.

### **BY-LAWS**

93 Any By-Law made under this 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.

### **PROCEEDINGS OF THE BOARD**

94 The Board may meet together, either in person or virtually, using contemporary technologies, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board must meet whenever it deems it necessary and at least once in each quarter or as otherwise required by the Registered Clubs Act for the transaction of business.

95 A record of all Directors present at a Board meeting and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.

96 The President will preside as chairman at every Board Meeting. If the President is not present or is unwilling or unable to act as chairman then the Vice President will preside as Chairman. If the Vice President is not present or is unable or unwilling to act then the Directors present may elect their own chairman.

97 The quorum for meetings of the Board is 5 Directors.

98 The President may at any time, and the Chief Executive Officer upon the request of not less than 2 Directors will, convene a meeting of the Board.

99 Subject to any other provision of this Constitution, questions arising at any Board meeting will be decided by a majority of votes and a determination by a majority of

the members of the Board shall for all purposes be deemed a determination of the Board. If there is an equality of votes the chairman will have a casting vote in addition to his or her deliberative vote, otherwise each Director has 1 vote.

- 100 The continuing Directors may act even if there is any vacancy in 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 Directors may act only for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club.
- 101 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board will be valid as if every such person had been duly appointed or elected (as the case may be) even if it is afterwards discovered that there was some defect in the appointment or election of any such person, or that the members of the Board or any of them were disqualified from being Directors.
- 102 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a Board meeting, is valid and effectual as if it had been passed at a Board meeting duly convened and held. Any such resolution is effective when the last Director has signed and may consist of several documents in identical wording each signed by 1 or more Directors.
- 103 The Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.
- 104 (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that Board meeting.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- which the Director has as a Member and which is held in common with the other Members; or
- which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an Officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
- must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
- must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (d) does not apply if:

the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or

the ASIC has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

- 105 The provisions of Section 41C of the Registered Clubs Act will apply if a Director discloses an interest in a contract or proposed contract which involves the Club.

### **VACANCIES ON BOARD**

- 106 The Members in General Meeting may remove any Director from office in accordance with the Act and elect another person in his or her place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.
- 107 The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
  - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
  - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
  - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (f) by notice in writing given to the Chief Executive Officer, resigns from office, and such notice is effective when received by the Chief Executive Officer;
  - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act, the Liquor Act, the Gaming Machines Act or any other applicable law;
  - (h) becomes an employee of the Club;
  - (i) ceases to be a Member entitled to hold that office; or
  - (j) ceases to be a Member of the Club.
- 108 The Board may at any time appoint any eligible person to the Board to fill a casual vacancy. The person so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.

## GENERAL MEETINGS

- 109 A General Meeting called the Annual General Meeting will be held once at least in every year at such time and place as may be determined by the Board, but within 5 months of the close of the Club's financial year. All meetings other than Annual General Meetings are General Meetings.
- (a) subject to meeting the requirements of the Registered Clubs Act, a general meeting of members may be conducted virtually using contemporary electronic meeting technologies and voting procedures, at the discretion of the Board.
- 110 A Member who wishes to bring any motion or business before a General Meeting or Annual General Meeting must give the Chief Executive Officer written notice at least 40 calendar days prior to the date of that meeting, clearly and legibly setting out:
- (a) the nature of the business to be proposed;
- (b) the wording of any proposed resolution and whether it is proposed as an ordinary or special resolution; and
- (c) the signature, name and membership number of the member proposing to move the resolution.
- 111 The Chief Executive Officer may reject at his or her discretion any notice received under rule 111 which does not meet the criteria set out in rule 111, which is more than 100 words in length, which is defamatory, which includes foul language, which may adversely affect the reputation of the Club, or which is not within the power of the Members to resolve. The Chief Executive Officer's decision is final and binding and the Chief Executive Officer is not obliged to give reasons for his or her decision.
- 112 Nothing in rule 111 or rule 112 affects any right of any Member to propose a resolution under section 249N of the Act.
- 113 The Board may whenever it thinks fit convene a General Meeting and it will on the request of not less than five percent (5%) or 100 of the Members of the Club (whichever is less) having at the date of the deposit of the request at the office of the Club a right to vote at General Meetings within 21 days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than 2 months after the receipt by the Club of the request and in the case of such request the following provisions shall have effect:
- (a) the request must state any resolution to be proposed at the meeting, disclose clearly and legibly the name and membership number of each Member making the request, be signed by each Member making the request and be deposited at the Club's registered office;
- (b) the request may consist of several documents in identical wording each signed by 1 or more of those Members;
- (c) if the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the Members who made the request or any of them representing more than 50 percent (50%) of those Members may themselves convene the meeting but any meeting so convened must not be held after the expiration of 3 months from the date of such deposit;

- (d) in the case of a meeting at which the resolution is to be proposed as a Special Resolution the Board will be deemed not to have duly convened the meeting if it does not give notice of such resolution as is required by the Act;
  - (e) any meeting convened under this rule by the Members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board; and
  - (f) any reasonable expenses incurred by the Members in convening any such meeting under this rule shall be repaid to the Members by the Club.
- 114 Subject to the provisions of the Act relating to special resolutions, the Club must give at least 21 days' notice specifying the place, date and time of a General Meeting and the general nature of any special business to all Members entitled to attend and vote at General Meetings of the Club.
- 115 A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned or any other Member entitled to attend the meeting, or ASIC, declares proceedings at the meeting invalid.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 116 The business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act, to elect the Board, and subject to the Act to appoint an auditor or auditors.
- 117 Business must not be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum is 25 Members present and entitled to vote.
- 118 If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting if convened upon the request of Members is dissolved. In any other case it the General Meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period must be less than 1 month. If at such adjourned General Meeting a quorum is not present the Members who are present and entitled to vote will be a quorum and may transact the business for which the General Meeting was called.
- 119 The President will preside as chairman at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President will preside. If the Vice President is unwilling or unable to act then the Members present and entitled to vote will elect a Director as chairman, or, if the meeting has been convened following a request by Members and no Director is present or willing to act as chairman, the Members present may elect one of their own as Chairman.
- 120 (a) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by 5 Members or five percent (5%) of Members present and entitled to vote on a resolution).
- (b) If there is an equality of votes the chairman of the General Meeting has a casting vote in addition to his or her deliberative vote.

- 121 At any General Meeting (unless a poll is demanded) a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 122 (a) If a poll is demanded, it will be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.
- 123 The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 124 A resolution passed at any adjourned meeting will be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for more than 1 month, when notice of the adjourned meeting must be given as in the case of an original meeting.
- 125 Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in a book provided for that purpose and any such minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting and if purporting to be so signed will be prima facie evidence of the proceedings to which it relates.

### **ACCOUNTS AND AUDIT**

- 126 The Board will cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 127 The books of account will be kept at the Club's registered office or at such other place as the Board considers fit. The Club will at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act to inspect such records.
- 128 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 in accordance with Section 316A of the Act to those members who request that copies of the reports referred to in rule 130 below be sent to them.
- 129 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.
- 130 The financial year of the Club will commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
- 131 Auditors will be appointed, their remuneration fixed and their duties regulated in accordance with the Act.

### **CHIEF EXECUTIVE OFFICER**

- 132 There will be 1 Chief Executive Officer of the Club at any time, who will be appointed by the Board and who will be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

### **EXECUTION OF DOCUMENTS**

- 133 (a) The Board must provide for the safe custody of the Club's seal.
- (b) 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:
- 2 Directors; or
  - 1 Director and the Chief Executive Officer.
- (c) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- 2 Directors; or
  - 1 Director and the Chief Executive Officer.
- (d) The Club may execute a document (other than a deed) if that document is executed by a duly authorised Officer or employee of the Club under a current delegation of authority of the Board by resolution passed at a meeting of the Board.
- (e) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board.

### **NOTICES**

- 134 A notice may be given by the Club to any Member either:
- (a) personally;
  - (b) by sending the notice by post to the address of the Member recorded for that Member in the register of Members kept under this Constitution;
  - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the Member; or

- (d) by notifying the Member that the notice is available and how it may be accessed (if the Member has provided electronic or digital means by which the Member may be notified that a notice is available and an electronic or digital means by which the Member may access the notice).
- 135 (a) Where a notice is sent by post, service of the notice will be given by properly addressing, prepaying and posting the notice, and it will be taken to have been given on the day following that on which the notice was posted.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
- (c) Where the Club gives a notice by electronic means under rule 135(d) the notice is taken to have been given to the Member on the business day after the day on which the Member is notified that the notice of meeting is available

### **INDEMNITY TO OFFICERS**

- 136 (a) Every person who is or was an Officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an Officer except:
- in relation to a liability owed to the Club or a related body corporate;
  - in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
  - in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an Officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an Officer except:
- in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act;
  - in defending or resisting criminal proceedings in which the person is found guilty;
  - in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an Officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an Officer except:
- in relation to conduct involving a wilful breach of duty in relation to the Club; or



in relation to a contravention of Sections 182 or 183 of the Act.

### **AMENDMENTS TO CONSTITUTION**

- 137 Subject to rule 139, this Constitution may only be amended by Special Resolution upon which only financial Ex-Service Members and Ordinary Members and Life Members are entitled to vote.
- 138 Rule 13(a), rule 13(c), rule 13(d), rule 13A, rule 16(a), rule 20, rule 21, rule 32, rule 33, rule 38, rule 45, rule 81(a)(ii), rule 92, rule 138 and this rule 139 can only be deleted, replaced or amended by Special Resolution(s):
- (a) on which only financial Ex-Service Members and Life Members (who were Ex-Service Members prior to being elected as Life Members) are entitled to vote.

### **POLITICAL PARTIES**

- 139 The Club will not pledge its support to, adhere to, or actively assist any political party or religious organisation or creed.
- 140 The Directors and members of any committee of the Board must not pledge support to, adhere to, or actively assist any political party or religious organisation or creed in their capacity as Directors or members of any committee of the Board, but are not restricted from so doing in their personal capacity.

### **FOUNDATION MEMBERS**

- 141 For historical purposes the Club records that its founding Ex-Service Members were:

WILLIAM GRENFELL SWEENY

REGINALD MOORE KNOWLES

JOHN ARTHUR FRIEND

ALLAN HAMILTON WERNER

LESLIE ARTHUR POPE

HAROLD JOHN NICOLLS

JAMES WILLIAM FLEMING

THOMAS SAMUEL HYSLOP

ERIC JACK EWINGS

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