

# CORPORATIONS LAW

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

## CONSTITUTION

of

## CESSNOCK HOSPITALITY GROUP LIMITED

ABN 25 001 559 548

### NAME

1. The name of the company is "Cessnock Hospitality Group Limited."

### DEFINITIONS

2.

- (a) In this Constitution, unless there be something in the subject matter or context inconsistent therewith:

**"Biennial General Meeting"** means every second Annual General Meeting at which the Board is elected to office in accordance with this Constitution.

**"By-laws"** shall mean and include regulations.

**"Constitution"** shall mean and include Rules.

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

**"Executive Positions"** means the positions of President, two (2) Vice Presidents and/or Treasurer.

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

**"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.

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

**"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.

**"month"** means calendar month.

**"Officers"** include the President, Vice-President, Treasurer and other members of the Board, but does not include the Auditor.

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

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

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

**"Term"** means the period between one Biennial General Meeting to the next Biennial General Meeting.

**"the Act"** means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

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

**"the Club"** means the company named in Rule 1.

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

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

**"the Registered Clubs Act"** means the Registered Clubs Act 1976 as amended. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

- (b) A member shall be deemed to be an unfinancial member at the date of a meeting at which only financial members may attend or vote:
- (i) if at the expiration of the due date prescribed by the Board under Rule 38, the member's entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
  - (ii) if any money (other than the entrance fee and/or subscription) owing by the member to the Club has remained unpaid at the expiration of 14 days from service on the member of a written notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

3. Words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

#### **INTERPRETATION**

4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

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

5. The "replaceable rules" which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7. The Club shall be a non-proprietary Club.
  - (a) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
  - (b) 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 rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a 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.
  - (c) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
8.
  - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.
9.
  - (a) 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; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.

- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) 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.
- (e) 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.

## **OBJECTS**

10. The objects for which the Club is established are:

- (a) To foster, develop, promote and encourage Rugby League and other sports in the Cessnock District or elsewhere and to provide and assist in the provision of training conditioning and teaching facilities for Rugby League football whether played by members of the Club or otherwise.
- (b) To provide a meeting place for the Club's members and their guests upon the Club's premises; to provide outdoor or indoor lawful games; to provide a refreshment room for the use of the members and generally to advance the interest of the members. The whole of the accommodation and facilities of the Club shall be provided and maintained from the joint funds of the Club and no person, subject to Section 10 of the Registered Clubs Act, shall be entitled to derive any profit, benefit or advantage from the Club which is not shared equally by every member thereof.
- (c) To construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain Clubhouses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (d) To construct, maintain and alter any building or work necessary or convenient for the purposes of the Club.
- (e) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to members.
- (f) To promote and hold either alone or jointly with any other association, club or person; competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments. No member of the Club or other person however shall receive any prize, medal, award or distinction except as a successful competitor at any game, match, sporting event, trial or competition held or promoted by the Club, or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event, trial or competition may be awarded to such member or other person.
- (g) To subscribe to become a member of and co-operate with any other club, association or organisation whether incorporated or not whose objects are altogether or in part similar to

those of the Club. Provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.

- (h) To acquire membership of any Club Association of New South Wales and to arrange for the representation of the Club on any corporation, body or bodies formed for the purpose of promoting the interests of the Club and its sporting and other activities, if considered necessary.
- (i) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.
- (j) To buy, prepare, make, supply, sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas, grounds, Clubhouses or premises of the Club.
- (k) To purchase, take or lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same subject to the requirements of the Liquor Act and Registered Clubs Act.
- (l) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit, in particular by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the Club's property both present and future and to purchase, redeem or pay off any such securities.
- (n) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (o) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (p) To invest and deal with the money of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.
- (q) To hire, employ and dismiss secretaries, clerks, managers, employees and workers and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.

- (r) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or part of the property or rights of the Club, subject to the Registered Clubs Act and Liquor Act.
- (s) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (t) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (u) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (w) To make donations to such persons or institutions as the Club may from time to time think directly or indirectly conducive to any of its objects or otherwise expedient.
- (x) To do all or any of the abovementioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees, or otherwise.
- (y) To amalgamate with any other club having objects altogether or in part similar to those of the Club.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

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

11. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof 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. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Club or any member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club.

#### **WINDING UP**

12. The liability of the members of the Club is limited.

13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$20.
14. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### **MEMBERSHIP**

15. Deleted.
16. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior Sporting member.
17. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Club.
18. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
19. (a) Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:
  - (i) Social members
  - (ii) Member for Life
  - (iii) Junior Sporting member
  - (iv) Paxton Bowling Club members
  - (v) Cessnock Ex-Services Club members
- (b) Each class of Ordinary membership shall be open to both sexes.
20. As from the date of the Annual General Meeting in 2019, those members recorded in the Register of Members as "Supporter members", "Senior members" and "Disabled members" shall be transferred to "Social membership" and the Register of Members shall be amended to reflect these changes.
21. The members of the Club entitled to vote at the election of the Board of the Club shall at all times comprise not less than such minimum prescribed by the Registered Clubs Act.

## RIGHTS OF MEMBERS

22. Life members, financial Social members, financial Paxton Bowling members, financial Cessnock Ex-Services Club members and Members for Life of the Club shall be the only members of the Club to have full voting rights to vote at Annual General Meetings, General Meetings, vote for the election of the Board and, subject to this Constitution, be eligible to be elected to or hold office on the Board.
23. Subject to Rule 8(a), each financial member who is eligible to vote shall have one vote.
24. The rights of members to use the sporting and other facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.

## ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERSHIP

25. The requirements for eligibility of persons for election to the following classes of Ordinary membership shall be:

- (a) Social members

Social members shall be persons who have attained the age of eighteen (18) years and have been elected or transferred to Social membership of the Club.

- (b) Members for Life

Members entered in the members register of the Club as at the date of adoption of this Constitution. This class of membership is closed.

- (c) Junior Sporting members

- (i) A person who is under the age of 18 years and is elected by the Board to Junior Sporting membership of the Club.

- (ii) A person applying for Junior Sporting membership must satisfy the Board that he or she has an interest in taking an active part in the sporting activities of the Club regularly, and the Board must receive from the parent or guardian of that person a written consent to that person joining the class of membership applied for and taking part in the sporting and other activities of the Club.

- (iii) Junior Sporting members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at the election of the Board, vote at meetings of the Club, nominate persons for membership or introduce guests to the Club nor shall they have any part in the management of the Club.

- (iv) Junior Sporting members shall use only those areas of the defined premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act or in respect of which an approval has been granted pursuant to Section 22A of the Registered Clubs Act.

- (d) Paxton Bowling Club Members

“Paxton Bowling Club Members” shall mean any person who is admitted as a Paxton Bowling Club Member in accordance with Rules 34(c) to (f). Paxton Bowling Club Members shall have the same rights and privileges of Social members as set out in this Constitution.



- (e) Cessnock Ex-Services Club Members

“Cessnock Ex-Services Club Members” shall mean any person who is admitted as a Cessnock Ex-Services Club Member in accordance with Rules 34(c) to (f). Cessnock Ex-Services Club Members shall have the same rights and privileges of Social members as set out in this Constitution.

#### **LIFE MEMBERS**

26. The requirements for eligibility of persons for election as Life members of the Club shall be:
- (a) A member of the Club who at the date of the Special Resolution adopting this Constitution is entered in the Register of members in the class of Life Member or the class of Associate Life Member shall be transferred on and from that date to the class of Life member.
  - (b) A member of the Club and who has rendered special services to the Club and has been elected as such by resolution carried by a majority of those present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board, shall be a Life member.
  - (c) Nominations for Life membership of the Club shall be presented to the Board for recommendation not less than 2 months prior to the next Annual General Meeting of the Club, provided that such nomination is made in writing by 2 Life members, Social members, Paxton Bowling Club members, Cessnock Ex-Services Club members and Members for Life of the Club.
  - (d) The membership subscription of a Life member shall be fixed from time to time by the Board and on payment thereof the Life member shall be relieved from payment of any further subscription or levies but shall have all the rights and privileges of an Ordinary member.

#### **HONORARY MEMBERS**

27. The following persons may be admitted as Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
  - (b) any prominent citizen or local dignitary visiting the Club.
28. 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. However, Honorary members who are not Full members of the Club shall be entitled to those facilities and amenities of the Club as determined by the Board from time to time and to introduce guests into the Club but shall not be entitled to attend and vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and the affairs of the Club in any way.
29. (a) When Honorary membership is conferred on any person, the following particulars shall be entered in the Club's Register of Honorary members:
- (i) the name in full, or the surname and initials, of the Honorary member;
  - (ii) the residential address of the Honorary member;
  - (iii) the date on which Honorary membership is conferred;

- (iv) the date on which Honorary membership is to cease.
- (b) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) The Board shall have power to cancel the membership of any Honorary member without notice and without being required to give reason.

#### **TEMPORARY MEMBERS**

30. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's defined premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
  - (b) A Full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A Full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
  - (d) An interstate or overseas visitor.
- 31.
- (a) Temporary members shall not be required to pay an entrance fee or subscription.
  - (b) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
  - (c) Subject to Rule 46(i), Temporary members shall not be permitted to introduce guests into the Club.
  - (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.
  - (e) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to Rule 30(c).
  - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c)) first enters the Club's premises on any day, the following particulars shall be entered in the Club's Register of Temporary members:
    - (i) the name in full, or the surname and initials, of the Temporary member;
    - (ii) the residential address of the Temporary member;
    - (iii) the date on which Temporary membership is granted;

- (iv) the signature of the Temporary member.

#### **ELECTION OF MEMBERS**

32. A person shall not be admitted as a member of the Club, other than as an Honorary member, Temporary member, Life member or Provisional member, unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary. The election shall be by secret ballot if requested by any member of the Board or election committee. The Board or election committee may reject any application for membership without assigning any reason for such rejection.
33. (a) In respect of every application for membership made pursuant to this Constitution there shall be completed an application form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The application form shall be signed by the candidate.
- (c) The application form shall be lodged with the Secretary who shall as soon as is practicable cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks shall elapse between the proposal of a candidate for election and the candidate's election.
34. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided, the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.
- (c) Rules 32, 33 and 34 shall not apply to a person who is admitted as a member of the Club pursuant to:
- (i) an amalgamation with another registered club; and
  - (ii) Rule 34(d).
- (d) A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:
- (i) is a full member (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club; and
  - (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (e) The agreement referred to in Rule 34(d)(ii) must be:

- (i) in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Club's Constitution and By-laws;
  - (ii) in such form as approved by the Board from time to time.
- (f) Any person who completes and signs the agreement referred to in Rule 34(e) and returns that agreement to the Club shall, after the procedure set out in Rule 33(c) has been followed, be entered into the Club's Register of Members as a member and shall be a member of the Club from the date of entry.

#### **PROVISIONAL MEMBERSHIP**

35. (a) Any person who has lodged with the Secretary a 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 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.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within 6 weeks from the date of lodging the application form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form shall be immediately returned to that person.
- (c) Provisional members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in this Constitution shall prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of obtaining Provisional membership pursuant to this Rule.

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

36. Members subscriptions shall be paid annually in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
37. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
38. If the entrance fee and/or subscription or any part thereof, or any other money or part thereof, of any member is not paid within a period of one month from the date upon which it falls due for payment, the Secretary shall give to the member in default 30 days written notice within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and the person's name shall be removed from the Register of members of the Club and neither the provisions of Rule 43 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.

39. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

#### **PATRONS**

40. 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 and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

#### **ADDRESSES OF MEMBERS**

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

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

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

#### **DISCIPLINARY PROCEEDINGS**

43. If a member refuses or neglects to comply with any of the provisions of the Constitution of the Club or the By-laws thereof or be in the opinion of the Board or the Board's duly constituted disciplinary committee (as referred to in paragraph (g) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board or the disciplinary committee shall have power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of such member and to remove the person's name from the Register of members, provided that:
- (a) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice shall set out the charge(s) against the member, the particulars of the charge(s) and the date, time and place of the meeting at which the charge(s) is to be heard.
  - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
  - (c) The voting by the members of the Board or disciplinary committee present at such meeting shall be by secret ballot if requested by any member of the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member shall be deemed to be passed unless at least a majority of the members of the Board or disciplinary committee present vote in favour of such resolution.

- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (e) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board or disciplinary committee shall not be required to assign any reason for its decision.
- (f) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board or disciplinary committee shall have power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member shall be notified in writing to that member.
- (g) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 2 members of the Board. A quorum of the disciplinary committee shall be 2 members of the Board.
- (h) The Secretary shall not vote but may assist the Board or disciplinary committee in its deliberations.

#### **ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

- 43A. 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.
- 43B. In respect of any suspension pursuant to Rule 43A, the requirements of Rule 43 shall not apply.
- 43C. 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; and
  - (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, the matter be dealt with by the Board pursuant to Rule 43.
- 43D. If the member submits a request under Rule 43C(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 43.
- 43E. 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).
- 43F. This Rule 43 applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 44 of this Constitution and the powers contained in section 77 of the Liquor Act.”

## REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

44. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 44(e), 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:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 44(a) 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 44(e)) 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.
- (c) Without limiting Rule 44(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 44(a)(i), 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.
- (d) Without limiting Rule 44(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 44 (a)(i) , the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) 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:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised by the Secretary to exercise such power.

## RESIGNATION AND CESSATION OF MEMBERSHIP

45. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.



- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

#### **GUESTS**

- 46. (a) All members other than Junior Sporting members shall have the privilege of introducing guests to the Club.
- (b) The Register of guests shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that member; provided always that if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that member.
- (c) No member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club, who is currently under suspension or who has been then refused admission to or being turned out of the Club.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (i) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (j) For the purposes of Rule 46(i)(iii), "responsible adult" means an adult who is:
  - (i) a parent, step-parent or guardian of the minor; or



- (ii) the minor's spouse or de facto partner;
- (iii) for the time being, standing in as the parent of the minor.

### THE BOARD

47. (a) The Board shall consist of 9 Directors, being the President, 2 Vice-Presidents, a Treasurer and 5 Ordinary Directors.
- (b) Any person who is elected or appointed to the Board must become a member of Cessnock Rugby League Football Club Inc.
- (c) 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.
48. (a) A member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be eligible to be nominated to or elected to the Board or to any other office of the Club not being on the Board. Any office of the Club not being on the Board shall be vacated whilst that member remains unfinancial or during the period of such suspension. However, if the member is unfinancial or is currently under suspension and is also currently a member of the Board, that member shall remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act.
- (b) The following shall apply in respect of the Executive Positions:
- (i) Without limiting any other provision in this Constitution, a member shall only be entitled to be elected or appointed to an Executive Position if the member has been a member of the Board for the two (2) Terms immediately preceding the date on which he or she is elected or appointed to an Executive Position ("**Eligible Member**").
  - (ii) Notwithstanding anything contained in this Constitution, if, at the close of nominations, an Eligible Member has not nominated for an Executive Position, the following shall apply:
    - (1) the vacancy shall be a casual vacancy that may be filled by the Board in accordance with Rule 69; and
    - (2) the Board may appoint any member (who is eligible to hold office on the Board) to that casual vacancy (including, for the avoidance of doubt, a member who may not satisfy Rule 48(b)(i) above).
  - (iii) Notwithstanding anything contained in this Constitution, if a casual vacancy arises in respect of an Executive Position, the Board may appoint any member (who is eligible to hold office on the Board) to that casual vacancy (including, for the avoidance of doubt, a member who may not satisfy Rule 48(b)(i) above).
49. The election of members of the Board shall take place biennially in the following manner:
- (a) Nominations for election to the Board shall be made in writing signed by 2 Ordinary members or Life members of the Club and signed by the nominee (who shall signify his or her consent to the nomination) and shall state the office on the Board for which the nominee is nominated. The proposer and seconder must be financial Ordinary members or Life members at the time the nomination form is signed. The nominee must satisfy the eligibility requirements prescribed by this Constitution at the time the nomination form is signed.

- (b) Nomination forms must be received by the Secretary not less than 14 days before the date of the Annual General Meeting at which an election is required at which time nominations shall close.
- (c) As soon as practicable after nominations have closed, the Secretary shall cause the posting of notification of the names of the candidates for the respective offices and the names of their proposers and seconders on the Club Notice Board.
- (d)
  - (i) hidden
  - (i) If the number of candidates duly nominated for any office or offices does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
  - (ii) If insufficient or no nominations are received for office, the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated at the Annual General Meeting for any vacancies, an election by ballot for such vacancies remaining shall take place in the manner prescribed by the Board from time to time by By-law or otherwise.
  - (iii) If the number of candidates duly nominated exceeds the number required to be elected, a ballot shall be taken in accordance with this Constitution and as prescribed by the Board from time to time by By-law or otherwise.
- (e) In any ballot under this Rule, the Board shall appoint a Returning Officer and at least 2 Assistant Returning Officers who shall also act as scrutineers for the ballot. A candidate in the election shall not be appointed as the Returning Officer or as an Assistant Returning Officer. The Returning Officer or the Assistant Returning Officers shall contact the Secretary Manager (or his or her delegate) if they require clarification from the Club regarding any matters relating to the election of the Board.
- (f) The ballot shall be conducted in the Club's premises over not less than 2 days prior to the Annual General Meeting and at such times as are determined by the Board, provided that the ballot shall be conducted for at least 8 hours on each of those days during which time the Club is open to members and in which members may cast their ballot papers. The Secretary shall cause the opening and closing times of the ballot to be posted on the Club Notice Board at least 7 days before the commencement of the ballot.
- (g) The Secretary shall cause the preparation of a list of members who are eligible to vote at the election together with their respective membership numbers and the class in which they are entered in the Register of members.
- (h) The Returning Officer shall be provided with a ballot box or boxes which shall be placed in a convenient location to receive the ballot papers after completion.
- (i) The Returning Officer shall supervise the method of issue of ballot papers, the examination of returned ballot papers, and the counting of votes after the ballot is closed, and shall report the result of the ballot to the Annual General Meeting.
- (j) The Returning Officer shall make available to every member of the Club eligible to vote at an election of the Board, a ballot paper or ballot papers containing in the order determined by lot, drawn by the Returning Officer, the names of duly nominated candidates for office. Each

ballot paper made available to members shall be initialled by the Returning Officer and shall bear information as to the number of members required to be elected to the Board.

- (k) The Returning Officer may provide a replacement ballot paper to any member who satisfies the Returning Officer that the ballot paper the member received was spoilt.
- (l) Members shall record their votes in accordance with the written directions on the ballot paper as determined by the Returning Officer from time to time.
- (m) The counting of the ballot shall be conducted in such a manner that the secrecy of the ballot is maintained, and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place. The ballot shall be conducted by the first past the post system.
- (n) The Returning Officer shall first examine each ballot paper and any invalid ballot paper shall be discarded from the ballot but shall not be destroyed.
- (o) The decision of the Returning Officer as to the validity of any ballot paper shall be final.
- (p) In the event of an equality of votes in favour of 2 or more candidates, the Returning Officer, with the assistance of at least one of the Assistant Returning Officers, shall draw by lot from such candidates having an equality of votes, the candidate or candidates who is, or are, to be declared elected.
- (q) The Returning Officer shall formally report the result of the ballot to the Annual General Meeting. However, for the avoidance of doubt, this Rule does not prevent the Secretary from reporting the result of the ballot before the Annual General Meeting.
- (r) The Chairman shall declare the candidates, which the report referred to in paragraph (q) of this Rule states as having the greatest number of votes or having been determined by lot in accordance with paragraph (p) of this Rule, as the candidates elected to office.
- (s) Commencing from the 2006 Election of the Board, the Board shall consist of 9 Directors being the President, 2 Vice Presidents, a Treasurer and 5 ordinary Directors. The Board shall be elected every second year at the Annual General Meeting of the Club at an election at which the Members entitled to vote consist of such number of full members of the Club as comprises not less than the majority of the full member of the Club.
- (t) The members of the Board shall hold office until the conclusion of the second Annual General Meeting following that which they were elected, when they shall retire but shall be eligible for re-election. However, the members of the Board who were elected at the 2005 election of the Board shall hold office only until the conclusion of the 2006 Annual General Meeting when they shall retire but shall be eligible for re-election.
- (u) Deleted.
- (v) A member who, pursuant to this constitution, is unfinancial or is currently under suspension shall not be eligible to be nominated to or elected to the Board.

#### **POWERS OF THE BOARD**

- 50. The Board shall be responsible for the management of the business and affairs of the Club.
- 51. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or

required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such member or members of the Board or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to be ex officio a member of all such committees.
- (b) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members 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 or by any regulation made by the Board pursuant to this Rule.
- (c) To make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
  - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (ii) the general management and control of the trading activities of the Club;
  - (iii) the management and control of the Club's premises;
  - (iv) the management and control of play and dress;
  - (v) the upkeep and control of the grounds;
  - (vi) the management and control of all competitions;
  - (vii) the conduct of members and guests of members;
  - (viii) the privileges to be enjoyed by each class of member;
  - (ix) the relationship between members and the Club's employees;
  - (x) and generally all such matters as are commonly the subject matter of Club Rules or By-laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-laws for decision by the Club in General Meeting.
- (d) To enforce the observance of all By-laws by suspension from enjoyment of any or all privileges of membership or otherwise as it thinks fit.

- (e) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (f) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
- (g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its Officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (h) To determine who 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.
- (i) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (j) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including lands or buildings belonging to the Club and to lease any property of the Club and with the sanction of a General Meeting of the Club and in accordance with the Registered Clubs Act, 1976 to exchange or sell all or any of the real property (lands and/or buildings) to which the Club may be entitled from time to time, subject to the Registered Clubs Act and Liquor Act.
- (l)
  - (i) hidden
  - (ii) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To create sections and committees for the conduct, management and control of all or any games or sporting activities in which the Club from time to time is engaged or interested and

to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to prepare or approve and amend By-laws for the control and regulation of such sections and committees and the conduct and activities thereof and also to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.

- (o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (p) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

#### **BY-LAWS**

- 52. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.
- 53. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
- 54. A person is ineligible to be a member of any section created under this Constitution unless he or she is a financial member of the Club.
- 55. The Board may empower any section or committee created under this Constitution to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- 56. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- 57. Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
- 58. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee shall at once be reported to the Board together

with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

#### **PROCEEDINGS OF THE BOARD**

59. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as Chairman at every meeting of the Board or if at any meeting he or she is not present or is unwilling or unable to act, then a Vice-President shall act as Chairman. If a Vice-President is not present or is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
60. The quorum for meetings of the Board shall be 5 members of the Board.
61. The President may at any time and the Secretary upon the request of not less than 3 members of the Board shall convene a meeting of the Board.
62. 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 members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
63. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
64. All acts done by any meeting of the Board 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.
65. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 identical wording each signed by one or more members of the Board.
- 65A. A meeting of the Board 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 his or her consent within a reasonable period before the meeting.

#### **MATERIAL PERSONAL INTERESTS OF DIRECTORS**

66. 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 66A.



- 66A. Subject to Section 195 of 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.

#### **REGISTERED CLUBS ACCOUNTABILITY CODE**

- 66B. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 66D to 66N inclusive.
- 66C. For the purposes of this Rules 66D to 66N inclusive, the following terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **CONTRACTS WITH TOP EXECUTIVES**

- 66D. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive’s terms of employment; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive’s employment.
- 66E. Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 66F. Subject to Rule 66H and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or top executive or with a company or other body in which a Director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 66G. A “pecuniary interest” in a company for the purposes of 66F does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 66H. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**



- 66I. The Club must not:
- (a) lend money to a Director of the Club; and
  - (b) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS OF THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 66J. A person who is a close relative of a Director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 66K. If a person who is being considered for employment by the Club is a close relative of a Director the Club, the Director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 66L. A Director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the Director, top executive or employee:
- (a) any material personal interest that the Director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the Director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the Director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the Director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- 66M. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 66L.

#### **PROVISION OF INFORMATION TO MEMBERS**

- 66N. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
  - (b) indicate, by displaying a notice on the Clubs premises and on the Club's website (if any), how the members of the Club can access the information.

#### **VACANCIES ON THE BOARD**

67. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or

their period of office and may by ordinary resolution appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

68. The office of a member of the Board shall forthwith be vacated if that person:
- (a) is disqualified for any reason referred to in section 206B of the Act.
  - (b) fails to complete the mandatory training requirements for directors referred to in Rule 47(c) within the prescribed period (unless exempted).
  - (c) 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;
  - (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
  - (e) by notice in writing given to the Secretary resigns from office;
  - (f) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs Act;
  - (g) ceases to be a member of the Club;
  - (h) fails to declare the nature of any material personal interest in a matter referred to in Section 232A of the Act;
  - (i) fails to hold a qualification necessary for the Director's election or appointment to the position such as membership of the Cessnock Rugby League Football Club Inc;
  - (j) is unwilling or unable to become a member of Cessnock Rugby League Football Club Inc;
  - (k) ceases to be a member of Cessnock Rugby League Football Club Inc.
69. Subject to Rule 48 the Board shall have power at any time and from time to time, to 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 next Annual General Meeting at which an election of the Board is to take place in accordance with this Constitution.

#### **GENERAL MEETINGS**

70. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings shall be called General Meetings.
71. The Board may whenever it thinks fit convene a General Meeting and it shall, on the request of not less than 5% of members of the Club having at the date of the deposit of the request at the Office of the Club a right to vote at General Meetings of the Club, 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 deposit of the request and in the case of such request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office of the Club and may consist of several documents in identical wording each signed by one or more of those members. If

the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of 3 months from the date of such deposit.

- (b) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
- (c) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
- (d) Any reasonable expenses incurred by the members in convening any meeting under this Rule shall be repaid to the members by the Club.

72. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission or its successor, declares proceedings at the meeting invalid.

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

73. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect, in the manner provided in this Constitution, the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
74. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum of not less than 20 members present and entitled to vote is required at a General Meeting convened and at all Annual General Meetings.
75. If within 15 minutes from the time appointed for any General Meeting a quorum is not present the meeting if convened upon the request of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one month. If at such adjourned General Meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
76. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice-President shall act as Chairman. If a Vice-President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.
77. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by 5 members) and in the case of an equality of votes whether on show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- (b) A person shall not:

- (i) attend or vote at any meeting of the Club or of the Board or any committee thereof;  
or
- (ii) vote at any election of, or of a member of, the Board,  
  
as the proxy of another person.

78. 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, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
79. (a) 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 Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.
80. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
81. Minutes of all resolutions and proceedings at General Meetings shall be entered within one month of the meeting in a book provided for that purpose and any such Minutes shall 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 shall be prima facie evidence of the proceedings to which it relates.

#### **ACCOUNTS AND AUDIT**

82. 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 and the Registered Clubs Act.
83. The books of account shall be kept at the 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, the Registered Clubs Act or any other Act to inspect such records.
84. (a) 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.
- (b) 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:
- (i) the financial report of the Club; and

- (ii) the directors' report;
- (iii) the auditors' report on the financial report.

85. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.
86. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

#### **SECRETARY**

87. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.
- (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
- (c) At any time there shall only be one Secretary of the Club.

#### **SEAL**

88. The Board shall provide for the safe custody of the Seal of the Club. The Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given or in the presence of at least 2 members of the Board, who shall sign every instrument to which the Seal is affixed, and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board for that purpose. Notwithstanding this, the Board may execute a document (including a deed) without using the Seal if that document is signed by two (2) directors or a director and the Secretary.

#### **NOTICES**

89. A notice may be given by the Club to any member either:
- (a) personally; or
  - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (c) by sending it to the electronic address (if any) nominated by the member;
  - (d) by notifying the member in accordance with Rule 91 (in the case of notices of general meetings (including Annual General Meetings) only).
90. If the member nominates:
- (a) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
  - (b) an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means):

- (c) that the notice of meeting is available; and
  - (d) how the member may use the nominated access means to access the notice of meeting.
91. Where a notice is sent by post to a member in accordance with Rule 90 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 91A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- 91B. Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 91, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

#### **INDEMNITY TO OFFICERS**

92. (a) 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.
- (b) 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.

#### **COMPETITIONS**

93. No member of the Club shall take part in any competition, game or match while he or she is not a financial member of the Club. An unfinancial member shall be disqualified from that competition, game or match. The acceptance of any entrance fee for any competition, game or match by any Officer, employee, other person or organisation shall not exonerate any member from this Rule.

#### **GENERAL**

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

#### **AMENDMENTS TO CONSTITUTION**

95. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Social members, Paxton Bowling Club members, Cessnock Ex-Services Club members, Members for Life and Life members who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

# CESSNOCK HOSPITALITY GROUP LIMITED

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