

**CONSTITUTION AND
ARTICLES OF ASSOCIATION
OF**



**THE CANBERRA HIGHLAND SOCIETY
AND BURNS CLUB LIMITED**

ABN: 25 008 395 597

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1. NAME

1.1 The name of the Company is THE CANBERRA HIGHLAND SOCIETY AND BURNS CLUB LIMITED.

2 PRELIMINARY

2.1 The Company shall be a non-proprietary company.

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

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

3 DEFINITIONS

3.1 In this Constitution unless there is something in the subject or context inconsistent therewith the following definitions apply:

- (i) "Annual General Meeting" means the Annual General Meeting held in the year 2015 and every Annual General Meeting thereafter;
- (ii) "By-Laws" shall mean the By-laws made in accordance with this Constitution;
- (iii) "CEO" means any person appointed to act as the Chief Executive Officer, General Manager or Secretary of the Club or a person appointed by the CEO to act as the CEO's delegate;
- (iv) "Club" means THE CANBERRA HIGHLAND SOCIETY AND BURNS CLUB LIMITED and all other ancillary Clubs
- (v) "Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted;
- (vi) "Constitution" means this Constitution;
- (vii) "Corporations Law" means the relevant Commonwealth or ACT Regulations;
- (viii) "Director" means a member of the Board;
- (ix) Expressions referring to writing shall, unless to the contrary intention appears, be construed as including references to printing, facsimile (fax) or any other written communication;
- (x) "Full member" means any person who is in one of the categories of membership referred to in this Constitution;
- (xi) "Gaming Machines Act" means the ACT Government Gaming Machines Act 2004 and any regulation made under the Gaming Machines Act 2004. 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;
- (xii) "Liquor Act" means the ACT Government Liquor Act 2010 and any regulation made under the Liquor Act 2010. 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;
- (xiii) "Month" except where otherwise provided in this Constitution means calendar month;
- (xiv) "Rules" means the rules comprising this Constitution;
- (xv) "Seal" means the common seal of the Club;
- (xvi) "Special Resolution" means a resolution:

- (a) of which notice as set out in section 249L(1)(c) of the Act has been given; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution;
- (xvii) "The Act" means the Corporations Act. 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;
- (xviii) "The Board" means the President and Directors as constituted in accordance with this Constitution;
- (xix) "The Office" means the registered office for the time being of the Club;
- (xx) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa;
- (xxi) Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Corporations Law;
- (xxii) "Year" means the period from 1st July to 30th June, or such other period as may be adopted by the Club as its financial year for the purposes of its accounts.

4. OBJECTS

4.1 The objects of the Club are;

- (i) To cultivate and foster Scottish national sentiment and a love of art, music and sports of Scotland;
- (ii) To foster the works of Robert Burns;
- (iii) To provide for members and their guests a social club with all the usual facilities and services of a Club;
- (iv) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for carrying out of its objects or any of them;
- (v) To give, sell, improve, mortgage, develop, exchange, hire, lease, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Gaming Machine Act;
- (vi) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;
- (vii) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club;
- (viii) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licenses or certification of registration under the Liquor Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other office or officers to act as the Licensee or Licensees and hold the Licence or Licenses on behalf of the Club;
- (ix) In furtherance of the objects of the Club to obtain and hold Licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions, etcetera, required, used or desired by members;
- (x) To take or reject any gift or property, money or goods whether subject to any special trust or not;
- (xi) To erect, maintain, improve or alter any building or buildings for the purposes of the Club;
- (xii) To establish, support or aid in the establishment and support of the associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such

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

(xiii) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any part of them;

(xiv) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them;

5 LIMITED LIABILITY

5.1 The liability of the members is limited.

6 MEMBERS GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding two dollars (\$2.00) if the Club is wound up while he or she is a member of the Club. This contribution shall be for the payment of the debts, liabilities costs, charges and expenses of the winding up of the Club

7 APPLICATION OF PROPERTY ON DISSOLUTION

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

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

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

7.2 The institution or institutions referred to in paragraph 7.1 of this Constitution shall be determined by;

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

(ii) the Supreme Court of the ACT;

(iii) if and in so far as effect cannot be given to the above provisions then any property whatsoever shall be given to some charitable object.

8 PROPERTIES AND INCOME OF THE CLUB

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

8.2 Subject to the provisions of Part 9, Section 147 (2)(b) of the Gaming Machine Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

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

8.4 Subject to paragraph 8.4 nothing in this Constitution shall prevent the payment;

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

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

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

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

8.5 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of;

(i) a benefit provided in accordance with Part 9, Section 148A of the Gaming Machine Act

9 LIQUOR & GAMING

9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member, except on the invitation and in the company of a member. This paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function.

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

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

9.4 The CEO or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

9.5 Subject to subsection (a) of Section 98 of the Gaming Machines Act 2004, 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.

9.6 Subject to subsection (b) of Section 98 of the Gaming Machines Act 2004, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10 MEMBERSHIP

10.1 FULL MEMBERSHIP

10.1.1 The subscribers to the Memorandum of Association, existing members of the Club as at the date of adoption of these Articles, and such other persons as the Board shall admit to membership in accordance with this Constitution shall be deemed members of the club and shall be entered in the register of members. They shall be deemed to have notice of and to have approved of the Constitution. Such other persons subsequently admitted to membership in accordance with the Constitution made herewith shall be members of the Club and shall be entered in the register of members according to the class of membership to which they have been duly elected.

10.1.2 Every application for membership shall be accompanied by the amount of any entrance fee and subscription as determined by the Board from time to time.

10.1.3 The election of members shall be by the Board at a duly convened meeting. The CEO of the Club shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the members elected.

10.1.4 The Board may reject any application for membership without assigning any reason for such rejection. The CEO shall forthwith return to such rejected candidates the entrance fee and subscription lodged with the application.

10.1.5 The Board shall have the power from time to time to limit the number of members in each category as they deem fit.

10.1.6 Should a member incur a debt to the Club, which debt is not covered by the provisions of this Constitution and fail to discharge such debt upon request in writing to the CEO he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned, due notice of its intention to take such course

10.1.7 Every person ceasing to be a member of the Club, whether by retirement, expulsion, death, neglecting to pay the Entrance Fee or the subscription or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

10.2 LIFE MEMBERSHIP

10.2.1 Life Membership may be conferred upon a member who has rendered outstanding service to the Club.

10.2.2 To be eligible for Life Membership a member must be nominated by one member and seconded by another. Such nomination shall then be forwarded to the Board of the Club for approval. If the Board approves such nomination, the nomination shall be referred to next General Meeting of the Club and if such nomination is approved at such meeting the nominee shall be made a Life Member.

10.3 HONORARY MEMBERSHIP

10.3.1 A person shall not be admitted as an Honorary Member of the Club unless they are admitted in accordance with the provisions of this Constitution and have the qualifications as specified in this Constitution for Honorary Membership of the Club.

10.3.2 The following persons over the age of eighteen (18) years may be admitted by the Board as Honorary Members of the Club:-

- (i) the Patron or Patrons for the time being of the Club who may be appointed from time to time by the Members in General Meeting;
- (ii) any prominent citizen or dignitary visiting the Club for some special occasion.

10.4 TEMPORARY MEMBER

10.4.1 A person shall not be admitted as a Temporary Member of the Club.

10.5 PROVISIONAL MEMBERSHIP

10.5.1 A person shall not be admitted as a Provisional Member of the Club unless such person is admitted in accordance with the provisions of this Constitution and has the qualifications as specified in this Constitution for the Provisional Membership of the Club.

10.5.2 A person who has lodged with the CEO an application for Membership of the Club, duly completed in accordance with this Constitution and accompanied by the amount of any entrance fee and subscription appropriate to the class of membership referred to in the application may, at the discretion of the Board, be granted Provisional Membership of the Club pending the election of such person to such class of membership.

10.5.3 Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elevated to the Board or any office of the Club or to participate in the management, business or affairs of the Club in any way.

10.5.4 The membership of a Provisional Member shall terminate automatically without notice in the event that the application for membership of such person is rejected.

10.6 MEMBERS GUESTS

10.6.1 All members shall have the privilege of introducing Guests to the Club who are over the age of eighteen (18) years and the member shall enter the name and full residential addresses of such Guests together with their own name in the Guests Register.

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

10.6.3 Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.

10.6.4 Members shall be responsible for the conduct of any Guests they may introduce to the Club.

10.6.5 The Board shall have the power to make By-Laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club.

10.6.6 Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

10.7 MEMBERS VOTING RIGHTS

10.7.1 Only Life members and financial Club members shall be entitled to attend and vote at any General Meeting or Annual General Meeting of the Club.

10.7.2 Subject to Rule 10.8.1 every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.

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

10.8 APPLICATION FOR MEMBERSHIP

10.8.1 Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:

- (i) the full name of the applicant;
- (ii) the residential address of the applicant;
- (iii) the date of birth and the age of the applicant;
- (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By- laws of the Club;
- (v) the signature of the applicant;
- (vi) such other particulars as may be prescribed by the Board from time to time.

10.8.2 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:

- (i) the entrance fee (if any) and the appropriate annual subscription;
- (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant or such forms of identification approved by the Board from time to time.

10.8.3 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the CEO.

10.8.4 A person whose application has been signed by an authorised officer of the Club in accordance with paragraph 10.8.3 of this Constitution and who has paid the Club the entrance fee, if any, and the first annual subscription for the class of membership applied for shall thereby become a Provisional member.

10.8.5 Upon a person being approved as a member of the Club the CEO shall cause a notice of such approval to be promptly forwarded or posted to such person. If a person fails to be approved as a member the CEO shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

10.8.6 A copy of the Constitution of the Club shall be supplied to a member on request.

10.9 MEMBERS AND GUESTS REGISTER

10.9.1 The Club shall keep the following registers:

- (i) a register of persons who are Full members. This register shall set forth in respect of each of those members;
- (ii) the name in full;
- (iii) the address;

- (iv) the date on which the entry of the member's name in the register is made;
- (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

10.9.2 A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Part 3, Division 3.3, Section 55 of the Gaming Machine Act.

10.10 MEMBERS ADDRESSES

10.10.1 Members must advise the Club of any change in their address within thirty days of changing their address as recorded in the register referred to in paragraph 10.9.1

10.11 MEMBERS SUBSCRIPTIONS

10.11.1 The Annual Subscription to be paid by the members shall be determined by the Board from time to time.

10.11.2 Life Members shall not be obliged to pay the Annual Subscription.

10.11.3 A member who produces an Australian Seniors Card to the CEO may, on application to the Board, be granted a discount on their Annual Subscription fee, but shall retain voting rights.

10.11.4 Each member shall pay the Annual Subscription, which falls due to the Club on the Anniversary of the member's admission to membership of the Club, unless otherwise determined by the Board.

10.12 NON-PAYMENT OF SUBSCRIPTION

10.12.1 A member who fails to pay their Annual Subscription within one month after the same becomes due, will have their membership terminated by the Board and the name of the former member shall be removed forthwith from the Register of Members, provided that the Board may subsequently and on payment of the arrears of the subscription and at their discretion restore the name of the former member shall regain the full rights of membership of the Club.

11 DISCIPLINARY PROCEEDINGS

11.1 Subject to paragraph 11.2, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:

- (i) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (ii) is, in the reasonable opinion of the Board guilty of conduct unbecoming a member.

11.2 A member shall be notified of any charge against the member pursuant to paragraph 11.1.

11.3 Upon receiving the complaint and having it verified by management, with staff and or witness reports, the member alleged to have committed the offence will automatically receive the minimum penalty as stipulated in the Club By Laws.

11.4 Should the member in question wish to contest the charge or if they believe they have been denied natural justice they may write to request a judicial hearing with the CEO and selected members of the Board.

11.5 The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge. The members shall be entitled to call any witnesses in their defence at the hearing.

11.6 If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations, that may have been made to it in writing by the member charged.

- (i) after the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge;

- (ii) when the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty;
- (iii) if the member is not at the meeting, the Board can consider and determine the question of guilt and penalty at the same time and shall not be required to give the member an opportunity to address the Board in relation to the penalty;
- (iv) no motion by the Board to reprimand, suspend or expel a member shall be deemed to be agreed unless a simple majority of the directors present in person vote in favour of such motion;
- (v) any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.

11.7 If a notice of charge is issued to a member pursuant to paragraph 11.2 (i) the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for six (6) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

11.8 Any member suspended pursuant to paragraph 11.7 shall during the period of such suspension not be entitled to:

- (i) attend at the premises of the Club for any purpose without the permission of the Board;
- (i) participate in any of the social or sporting activities of the Club or any Intra Mural Group;
- (iii) attend or vote at any meeting of the Club or any Intra Mural Group;
- (iv) nominate or be elected or appointed to the Board or any committee of any sub club;
- (v) propose, second or nominate any eligible member for any office of the Club or any sub club;
- (vi) propose, second or nominate any eligible member for Life membership.

11.9 Should a member incur any debt to the Club or to the Club's staff or employees or persons on a contract with the Club and fails to discharge such a debt upon request in writing by the CEO, he may by resolution of a meeting of the Board be suspended or expelled from membership, provided that before so resolving the Board shall give the member concerned due notice of its intention to take such a course, however the provisions of paragraph 11.2 shall not apply.

12 BOARD OF DIRECTORS

12.1 OFFICE HOLDERS

12.1.1 The officers of the Club shall include:

- (i) a President, who shall have been a member of the Board, immediately prior to nominating, for at least two years;
- (ii) a Senior Vice President, who shall have been a member of the Board immediately prior to nominating for at least one year;
- (ii) a Junior Vice President, who shall have been a member of the Board immediately prior to nominating, for at least one year.

12.1.2 The Board shall consist of the President, the Senior Vice President, the Junior Vice President and seven other members of the Club. However the Board shall have the power to increase or decrease their numbers provided the Board, including the President, as a maximum consists of ten and as a minimum seven members.

12.1.3 A person that has been a guest Director i.e. appointed by the Board to fill a vacancy of the Board for a full year or part thereof shall be classed as having served a full year should they nominate for election at the next General Election for the Board of Directors.

12.2 PRESIDENT

12.2.1. The President shall hold office from the date of their election, for a period of three years, until the declaration of the election of a President for the then ensuing years at the Annual General Meeting three years hence and shall be eligible for re-election.

12.2.2 The President shall preside at all general meetings and meetings of the Board at which he is present and is responsible for the order of business and the proper conduct of all meetings and shall have a second or casting vote as well as a deliberative vote in the event of there being an equality of voting on any issue at any meeting whether that meeting be a meeting of the Board or a general meeting at the Club.

12.2.3 The President must be a member of Scottish descent on either the side of their father, their mother or both, and in the event of any question arising whether a member is eligible for nomination or election, or if elected to continue to hold the office of President, the decision of the Board on that issue shall be final and conclusive. For the purpose of arriving at a decision under this paragraph the person whose Scottish ancestry being considered shall not be permitted to vote at the meeting of the Board. In the event of the Board deciding that the person nominated for the position of President is not of Scottish descent they shall be deemed to have withdrawn their nomination or resigned the office of President, as the case may require, and in the latter case the office of President shall be declared vacant and a new President appointed by the Board in their stead and that person shall hold the office of President from that date of their appointment until the next Annual General Meeting.

12.2.4 If the President, for personal or other reasons, cannot fulfil their term in office, the Board shall elect a person to fill the vacancy. In this instance the person so elected shall be known as the "Acting President" and shall have all the powers vested in the President but shall only hold office until the next AGM. The person so elected shall not need to fulfil the requirement of 12.2.3 regarding Scottish decent nor fulfil the requirement of 12.1.1(i) regarding 2 years membership to the Board.

12.3 VICE-PRESIDENTS

12.3.1 The Directors at the first meeting of the Board immediately following the Annual General Meeting shall elect the Senior Vice-President and the Junior Vice-President.

12.3.2 The Senior Vice-President and the Junior Vice-President shall be elected annually and their term of office shall expire on the date of the next Annual General Meeting.

12.3.3. The Senior Vice-President and the Junior Vice-President shall be elected by secret ballot among the Board and in the event of there being more than two nominations for either position, the successful candidate shall be the first candidate to obtain an absolute majority after an exhaustive ballot with the candidate having the least number of votes in any ballot being excluded from the next succeeding ballot.

12.3.4 In the absence of the President , the Senior Vice-President, and in the absence of the Senior Vice-President, then the Junior Vice-President shall preside at any general meeting of the Club and the Board and at any such meeting shall have all the powers and rights and carry out all the functions vested in the President. If neither of them is present the Board shall appoint one of their members to preside over the meeting and that member shall have all the powers and rights and carry out all the functions vested in the President.

12.3.5 The Senior Vice-President or Junior Vice-President shall carry out such duties as the President and/or the Board of Directors may delegate to them.

12.3.6 In the event of a vacancy occurring in the office of Senior Vice-President, or Junior Vice-President, the Board shall elect one of their numbers to the position and the person so elected shall hold office until the next Annual General Meeting of the Club.

12.4 DIRECTORS

12.4.1. An eligible member may stand for election as a Director or President or both provided that if they become elected as the President but not as a Director their term in office shall be as a President only but if they become elected as a Director regardless of whether they are or are not elected as President they shall be entitled to serve their normal term as a Director.

12.4.2 Directors elected at the Annual General Meeting shall be elected for a term of three (3) years provided that each year not less than one (1) or such whole number as is closest to three (3) of the whole of the number of Directors required by paragraph 12.2.2, whichever is the greater, shall retire but may, if eligible, offer themselves for re-election.

12.4.3 The Directors may appoint a member to fill any vacancy in the Board of Directors and the Director so appointed shall hold office until the next Annual General Meeting.

13 ELECTION OF OFFICE HOLDERS

13.5.1 The Board shall appoint a returning officer, nominally the Club Auditor, who shall conduct the elections and declare the result in accordance with this constitution.

13.5.2 The nominations of any member for election as President or a Director, or both as the case may be, shall be in writing and signed by two members and the candidate and, in the case of nomination for the position of President, shall contain such information as to the candidate's Scottish ancestry as the returning officer may reasonably require.

13.5.3. Nominations shall close at 8 p.m. on the twenty-eighth day immediately preceding the date of the Annual General Meeting.

13.5.4. In the event of there being only sufficient nominations to fill the vacant offices of President and Directors at any election, the returning officer shall declare elected at the Annual General Meeting those members whose nomination have been received provided that in the event of there being no or an insufficient number of members nominated to fill the vacancies of President and/or Directors the returning officer shall declare elected at the Annual General Meeting those persons whose nominations have been received. If any position of Director is not filled at the annual elections, the Board shall, with all convenient dispatch, after the result of the ballot is known, appoint any member eligible to hold office to fill the vacant position.

13.5.5 The ballot, if required, shall open at 9.00 a.m. on the day fourteen days prior to the day set down for the holding of the Annual General Meeting and shall be declared closed 48 hours prior to the time notified to members as the time of the commencement of the Annual General Meeting.

13.5.6 If the returning officer receives more nominations than are required to fill the vacant offices of President and/or Directors, the Returning Officer shall cause to be prepared a separate ballot paper for the office of President and for the offices of Directors setting forth the surname and Christian name of candidates nominated for the respective offices and shall ensure ballot papers and other relevant material pertaining to the ballot is made available to all financial members of the Club. The returning officer shall also make available at the Club premises a securely locked ballot box in which members may deposit ballots after they have cast their vote.

13.5.7 The position of candidates on the ballot paper shall be determined by the Returning Officer who shall place the names of the candidates in a container and withdraw them one at a time. The first drawn name shall have position one on the ballot paper; the second name drawn shall have position two etc. until all names have been drawn. Candidates may appoint one scrutineer to oversee this process.

13.5.8 Candidates may if they so wish provide the Returning Officer with a short resume, no longer than 150 words, setting out their claims for the position they have nominated, for inclusion with the ballot paper.

13.5.9 A ballot paper detailing "how to" vote and two envelopes shall be supplied at reception upon production of a valid membership card and identification as set out in 10.8.2 (ii), each envelope would contain the following information;

- (i) one envelope with the words "Place Completed Ballot Paper In This Envelope" prominently displayed on one side of the envelope; and
- (ii) one envelope with the Returning Officers address on the front side and the following information on the reverse side;
 - (a) Member's name;
 - (b) Member's signature; and
 - (c) Member's club membership number.

13.5.10 Prior to the counting of votes cast the Returning Officer and two Directors, appointed by the Board, shall check the member's information, contained on the outer envelope, against the club's Register of Members to ensure that the Member is eligible to vote. Candidates may appoint one scrutineer to oversee this process. The outer envelope may then be opened and the inner envelope, containing the Ballot paper passed to the Returning Officer. The Directors

and any nominated scrutineers shall then leave the Returning Officer, and any assistants he may require to open the inner envelope and proceed to count the ballot papers.

13.5.11 After counting the votes cast the Returning Officer shall return the ballot papers to the CEO who shall keep, in a safe place, the said papers for one year.

13.5.12 The Returning Officer shall secure the results of ballot on his person for presenting, either by him or the President, the results of votes cast, to members at the following Annual General Meeting.

13.5.13 Upon a candidate having been declared elected to any vacant office by the returning officer or the retiring President at the Annual General Meeting they shall immediately assume office.

14 POWER AND DUTIES OF THE BOARD

14.1 GENERAL POWERS

14.1.1 The Board will manage the business of the Club subject to this constitution and pay all expenses incurred in promoting and registering the Club, exercising all such powers that are not, by the Corporation Law and this Constitution, required to be exercised in a general meeting provided that such management meeting, is not inconsistent with the constitution and provided that any rule, regulation or By-Law of the Club be made by the Board may be disallowed in a general meeting notwithstanding that any resolution made by the Club in general meeting must not invalidate any prior act of the Board which would have been valid if that resolution had not been passed or made.

14.2 SPECIFIC POWERS

14.2.1 The Board may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation to the Club.

14.2.1 The Board shall have the power to amend the Constitution if directed to do so by the A.C.T. Gambling and Racing Commission under section 148B of the Gaming Machine Act 2004 without the formal consideration of the voting members of the Club. Members must be advised of any change to the Constitution made under this provision within one month of the change being made.

14.2.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two members of the Board or in such other manner as the Board from time to time determines.

14.2.3 Every sum, other than those paid by, or as the result of the operation of, a poker or other cash gambling machine, in excess of five hundred dollars (\$500.00) or an amount as determined by the Board shall be paid by cheque, electronic funds transfer or other banking facilities of the day which shall be signed by the person(s) from time to time appointed by the Board.

14.2.4 The Board shall cause minutes to be made:

- (i) of all appointments of officers and servants;
- (ii) of names of members of the Board present at all meetings of the Club and of the Board; and
- (iii) of all proceedings at all meetings of the Club and of the Board.

14.2.5 Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

14.2.6 Without derogating from the general powers conferred by paragraph 14.1, the Board shall have power from time to time to:

- (i) make, alter and repeal By-Laws pursuant to paragraph 36 of this Constitution;
- (ii) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
- (iii) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit;

- (iv) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought;
- (v) 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;
- (vi) 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;
- (vii) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- (viii) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future;
- (ix) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled to provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act;
- (x) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the CEO;
- (xi) engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees 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 for service or otherwise. The Board may delegate all these powers, or any of them, to the CEO of the Club from time to time;
- (xii) set the entrance fees and annual or other subscriptions and fees payable by all members.

15 PROCEEDINGS OF THE BOARD

15.1. The Board shall meet at least once in every month for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The President may at any time and the CEO upon the request of not less than two (2) Directors shall convene a meeting of the Board.

15.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

15.3 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 a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

15.4 The President shall preside as chairperson at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President or if he is not present or is unwilling or unable to act then the Junior Vice President shall chair the meeting.

15.5. The quorum necessary for the transaction of the business of the Board shall be 50% of all Board Members +1.

15.6 If a quorum is not present within fifteen (15) minutes of the time fixed for the meeting, it shall stand adjourned to the same time and at the same place in the next week. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall form a quorum.

15.7 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.

15.8 The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board as they think fit; any sub-committee so formed shall exercise its powers in accordance with the requirements of paragraph 37 of this constitution.

15.9 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.

15.10 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 has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

16 DECLARATIONS OF INTERESTS BY DIRECTORS

16.1 Any Director who has a material personal interest in a matter that relates to the affairs of the Club or benefits financially or materially must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Part 9, Section 148A of the Gaming Machine Act:

- (i) declare the nature of the interest at a meeting of the Board; and
- (i) comply with the requirements of paragraph 17.

16.2 The CEO shall, in accordance with the Registered Clubs Regulations, keep a register of disclosures, declarations and returns made to the Club pursuant to Part 9, Section 148A of the Gaming Machine Act.

17 PROHIBITION ON DIRECTORS

17.1 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:

- (i) must not vote on the matter;
- (ii) must not be present while the matter is being considered at the meeting.

18 CONTRACTS WITH DIRECTORS

18.1 The Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

18.2 Provided that the provisions of paragraphs 16.1, 17.1 and 18.1 have been satisfied with respect to a commercial arrangement or a contract:

- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract;
- (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided;
- (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

19 CONTRACTS WITH SECRETARY

19.1 Subject to paragraph 19.2 the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (i) the CEO; or

- (ii) any close relative of the CEO;
- (iii) any company or other body in which the CEO or a close relative of the CEO has a controlling interest in.

19.2 Paragraph 19.1 does not prevent the Club entering into a contract with any of the above persons which is:

- (i) a contract of employment; or
- (ii) otherwise permitted by the Gaming Machine Act.

20 REMOVAL FROM OFFICE OF DIRECTORS

20.1. The members in general meeting may by ordinary resolution;

- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
- (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

20.2 Any person appointed pursuant to sub paragraph 20.1 (ii) 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.

20.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

21 BOARD VACANCIES

21.1 The Board shall have power at any time and from time to time to appoint any eligible member to the Board to fill a casual vacancy or replace a Director who has been removed from office provided that at all times there shall be at least seven (7) Directors on the Board.

21.2 The Club may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or other members of the Board.

21.3 The Club may by ordinary resolution remove any officer or other member of the Board before the expiration of their period of office, and may by an ordinary resolution, appoint another person in their stead. The person so appointed shall hold office only until the next Annual General Meeting.

21.4 The office of a member of the Board shall become vacant if the member:

- (i) ceases to be a member of the Board by virtue of Corporations Law;
- (ii) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (iii) becomes prohibited from being a Director of a company by reason any order made under the Corporations Law;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (v) resigns their office by notice in writing to the Club;
- (vi) for more than three months is absent without permission of the Board from meetings of the Board held during that period;
- (vii) holds any office of profit under the Club; or
- (viii) ceases to be a member of the Club.

22 GENERAL MEETINGS

22.1 An Annual General Meeting of the Club shall be held in the Club premises in accordance with the provisions of the Corporations Law. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

(i) No business shall be transacted at an Annual General Meeting or General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as provided in these Articles, twenty members present in person or ten percent of the total members, whichever is the lessor, shall be a quorum.

22.2 A majority of the members of the Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as are provided by the Corporations Law.

22.3 Subject to the provision of the Corporations Law relating to special resolutions and agreements for shorter notice, fourteen day's notice of each general meeting of members other than the Annual General meeting at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of the business shall be given to such persons as are entitled to receive such notices from the Club.

22.4 All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment of the Auditors.

22.5 The Board may whenever it considers fit call and arrange to hold a General Meeting of the Club.

22.6 The Board must call and arrange to hold a general meeting of the Club on the request of:

- (i) members with at least 5% of the votes that may be cast at the general meeting; or
- (ii) at least 100 members who are entitled to vote at the general meeting.

22.7 The term "the request" shall mean the request referred to in paragraph 22.6 and must:

- (i) be in writing; and
- (ii) state any resolution to be proposed at the meeting;
- (iii) be signed by the members making the request;
- (iv) be given to the CEO.

22.8 Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

22.9 The Board must call the meeting within 21 days after the request is given to the CEO. The meeting is to be held not later than 2 months after the request is given to the CEO.

22.10 Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the CEO.

22.11 The meeting referred to in paragraph 22.10 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.

22.12 To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the CEO must give the members the copy of the Register without charge.

22.13 The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the Directors of the Club. However, a Director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors

to comply with paragraph 22.10. The Directors who are liable are jointly and individually liable for the amount. If a Director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration, including an honorarium, of the Director.

- a) 22.14 A copy of the notice of the meeting shall also be posted in a prominent position in the Club for a period of not less than 21 days prior to the date of the meeting.

22.15 The notice of the Annual General Meeting or general meeting of the Club's members must;

- (i) set out the place, date and time of the meeting;
- (ii) state the general nature of the meeting's business; and
- (iii) if a special resolution is to be proposed at the meeting set out an intention to propose the special resolution and state the resolution.

22.16 A copy of a notice of a general meeting of the members of the Club shall also be posted in a prominent position in the Club for a period of not less than 21 days prior to the date of the meeting, however failure to do so shall not in any way effect the validity of the meeting.

22.17 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

23 ANNUAL GENERAL MEETINGS

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

- (i) to confirm the Minutes of the previous Annual General Meeting;
- (ii) to receive and consider the reports referred to in paragraph 22.4;
- (iii) to declare the results of the election of the Board;
- (iv) to deal with any other business of which due notice has been given to the members.

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

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

24 MEMBERS RESOLUTIONS

24.1 The following members may give the CEO notice of a resolution that they propose to move at a general meeting:

- (i) members with at least 5% of the votes that may be cast on the resolution; or
- (i) at least 100 members who are entitled to vote at a general meeting;

24.2 The notice must:

- (i) be in writing;
- (ii) set out the wording of the proposed resolution; and
- (iii) be signed by the members proposing to move the resolution.

24.3 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

24.4 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the CEO.

24.5 If the CEO has been given notice of a resolution under Clause 24.1, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.

24.6 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;

24.7 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;

24.8 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

24.9 The Club need not give notice of the resolution:

- (i) if it is more than 500 words long or is deemed defamatory; or
- (ii) if the members making the request are to bear the expenses of sending the notice out unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

24.10 Members may request the Club to give to all its members a statement provided by the members making the request about:

- (i) a resolution that is proposed to be moved at a general meeting; or
- (ii) any other matter that may be properly considered at a general meeting;

24.11 The request must be made by:

- (i) members with at least 5% of the votes that may be cast on the resolution; or
- (ii) at least 100 members who are entitled to vote at the meeting.

24.12 The request must be:

- (i) in writing;
- (ii) signed by the members making the request; and
- (iii) given to the CEO.

24.13 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;

24.14 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the CEO.

24.15 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

24.16 The Club is responsible for the cost of making the distribution if the CEO receives the statement in time to send it out to members with the notice of meeting.

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

25. AUDITORS

25.1 A properly qualified Auditor or Auditors shall be appointed to the Club and their remuneration fixed and duties regulated in accordance with Corporations Law.

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

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

25.4 The auditor is entitled to be heard even if;

- (i) the auditor retires at the meeting; or
- (ii) the meeting passes a resolution to remove the auditor from office.

25.4 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

26. ADJOURNMENT OF MEETINGS.

26.1 The Chairperson of a 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.

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

26.3 A resolution passed at a meeting resumed after an adjournment 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.

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

27. MINUTES

27.1 The Club must keep minute books in which it records;

- (i) proceedings and resolutions of general meetings of the Club;
- (ii) proceedings and resolutions of meetings of the directors of the Club;
- (iii) meetings of a committee of directors;
- (iii) resolutions passed by directors without a meeting.

27.2 The Club must ensure that:

- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting;
- (i) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

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

28. ACCOUNTS.

28.1 The Board shall:

- (i) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Gaming Machine Act;
- (ii) cause to be prepared and submitted to a meeting of the Board on a monthly basis, financial statements that incorporate:
 - (a) the Club's profit and loss accounts and trading accounts for the month; and
 - (b) a balance sheet as at the end of the month;
- (iii) indicate, by displaying a notice in the approved form on the Club's premises and on the Club's website how the members of the Club can access the financial statements.

28.2 The books of account shall be kept at the Registered Office of the Club or at such other places the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

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

- (i) 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;
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

28.4 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's Report thereof as required by the Corporations Law provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to date not more than six months before the date of the meeting.

28.5 The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Club except as conferred by statute or authorised by the Board or by the By-Laws or by the Club in general meeting.

29 FINANCIAL YEAR

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

30 CHIEF EXECUTIVE OFFICER

30.1 At any time there shall only be one Chief Executive Officer of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer, General Manager and Secretary of the Club for the purposes of the Gaming Machine Act.

31 EXECUTION OF DOCUMENTS

31.1 The Club shall have a Seal and 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:

- (i) two members of the Board; or

(ii) one member of the Board and the Chief Executive Officer.

31.2 The Club may execute a document, including a deed, without using the Seal if that document is signed by:

(i) two members of the Board; or

(ii) one member of the Board and the CEO.

31.3 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed in accordance with the requirements of paragraphs 32.1 and 32.2 .

32 NOTICES

32.1 A notice may be given by the Club to any member either personally or 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.

32.2 Where a notice is sent by post to a member the notice shall be deemed to have been received by the member;

(i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

32.3. Notwithstanding paragraphs 33.1 and 33.2 notice of a meeting may be given to a member by sending it to the electronic address (if any) nominated by that member for the purposes of section 249J of the Act and, if sent to that electronic address, is taken to be given on the day after it is sent.

32.4 A notice other than a notice of a General Meeting may be given by the Club to any member either personally or by sending it by post to them at their registered address, or (if they have no registered address within the Territory) to the address, if any, within the Territory supplied by them to the Club for the giving of notices to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing a notice, and to have been effective in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

32.5 Notice of every General Meeting shall be given in any manner herein before authorised to;

(i) every financial member; and

(ii) the auditor or auditors for the time being of the Club;

33 INDEMNITY TO OFFICERS

33.1 Every member of the Board, Auditor, CEO and any other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of their office which is incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connections with any application under the Corporations Law in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.

33.2 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.

33.3. 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 cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

34 INTERPRETATION

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

35 BY LAWS

35.1 The Board shall have power to establish By-Laws of the Club, consistent with Corporations Laws and this Constitution, prescribing such matters which by this Constitution are required or permitted to be prescribed or which the Board deems necessary or expedient or convenient for the proper conduct and management of the Club.

35.2 Any By-Law established by the Board may be withdrawn or amended by the Board from time to time.

35.3 The By-Laws in force at the date of the adoption of these Articles and any amendments thereto or new By-Laws that are introduced from time to time shall be publicised by the Board in such manner as it sees fit.

35.4 A copy of the By-Laws shall be available to all new members of the Club and to such other members as may apply to the CEO.

36 COMMITTEES

36.1 Without derogating from the general powers conferred by 14.1, the Board shall have power from time to time to delegate any of its powers to committees consisting of any;

- (i) director;
- (ii) member;
- (iii) employee;
- (iv) person who is not a member but who has a particular skill or expertise which they will apply to a committee;
- (iv) or any combination thereof.

The Board shall also have the power from time to time to revoke any such delegation.

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

36.3 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.

36.4 Any 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 chairperson of the meeting shall have a second and casting vote.

36.5 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any by-law made by the Board pursuant to paragraph 35.

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

37 INTRA MURAL GROUPS

37.1 Intra Mural Groups are defined as groups integral to, and forming a part of the Club. All members of such groups must be financial members of the Club.

37.2 Without derogating from the general powers conferred by paragraph 14.1 the Board shall have power from time to time to:

- (i) establish intra mural groups with such objects, powers and membership qualifications as the Board may determine from time to time;

- (ii) allow each of the intra mural groups established or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
- (iii) allow the intra mural groups to create rules and by-laws for the control and regulation of the sporting and social activities of such clubs;
- (iv) permit any such intra mural groups to adopt a name distinctive of such intra mural groups, provided it be described as an intra mural group of the Club, and to become affiliated with the bodies controlling sports in the Australian Capital Territory or regions on such terms and conditions, not inconsistent with this Constitution or the Registered Clubs Act, as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

37.3 Any of the intra mural groups established pursuant to paragraph 38.1 of this Constitution or those already in existence must conform to any by-law made by the Board pursuant to the requirements of paragraph 35 of this Constitution.

37.4 The President shall be an ex officio member of all the committees of such intra mural groups and may nominate a director to represent him or her on the committees of such intra mural groups.

37.5 Subject to the general control and supervision of the Board, each such intra mural group may 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 each intra mural group and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.

37.6 The Board may empower each such intra mural group 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.

37.7 Intra mural groups shall upon request by the Board, and at least annually, supply the Board with a statement outlining their financial status.

37.8 Subject as hereinafter provided the constitutions of each such intra mural groups may be amended from time to time by a majority of the members for the time being of such a group 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 members of the intra mural group shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

37.9 Any disciplinary action by an intra mural group in respect of any member of such intra mural group shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action, if any, to be taken by the Board.

37.10 All property of intra mural groups shall belong to the club and each such association may use any property accumulated by them or allocated to them only with, and subject to the leave and licence of the Board.

38 THIS CONSTITUTION

38.1 This Constitution shall only be altered by consent of 75% of members present at a General Meeting.

38.2 This Constitution shall be binding on all Club staff, office-bearers and members.