I, Graham John West, Chief Executive Officer, hereby certify that this and the following 31 pages is a true and correct copy of the Constitution of Club Jervis Bay Ltd ("the Club") as amended by Special Resolution passed at the Annual General Meeting of the Club held on 16 November 2025.

Graham John West
Chief Executive Officer

22 - 10 - 2026
Date

CORPORATIONS ACT

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

CONSTITUTION

of

CLUB JERVIS BAY LTD

ACN 001 023 132

NAME

1. The name of the company is "Club Jervis Bay Ltd".

DEFINITIONS

2. In this Constitution, unless there is something in the subject matter or context inconsistent therewith:

"the Act" means the *Corporations Act 2001 (Cth)*. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

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

"By-law" means and includes regulations.

"the Club" means "Club Jervis Bay Ltd".

"club licence" means a club licence issued under section 10 of the Liquor Act.

"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.

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"Executive" means the President, Vice President and Treasurer.

"financial member" means any member who has paid all money payable by him or her to the Club by the due date for payment thereof.

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

"General Meeting" includes Annual General Meeting.

"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* (NSW). When any provision of the Liquor Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"month" means calendar month.

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

"officer" means an officer as defined in the Act.

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

"the Registered Clubs Act" means the *Registered Clubs Act 1976*. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"Registered Clubs Regulation" means the *Registered Clubs Regulation 2015* (NSW) as amended from time to time.

"Seal" means the common seal of the Club.

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

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

INTERPRETATION

3. 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, is 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.

4. Words indicating the singular number include the plural number and vice versa. Words indicating the masculine gender include the feminine gender and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do 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. (a) The Club is a non-proprietary Club.

(b) 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, is not 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.

(c) Subject to the provisions of sections 10(1)(j) and 10(7) of the Registered Clubs Act and any other applicable provision 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 ownership or occupation of the licensed premises of the Club.

(d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not 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 must 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 must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.

9. (a) Liquor must 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 must 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 must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.

10. Voting by proxy is not allowed:

(a) at any election of the Board;

(b) at any meeting of the Board or of a committee of the Club; or

(c) at any General Meeting.

OBJECTS

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

(a) To take over the assets and liabilities of the unincorporated club known as the Huskisson R.S.L. Sub-Branch Club.

(b) To do all acts necessary to perpetuate the close and kindly ties of friendship created by mutual service in the Wars of the British Commonwealth of Nations and other conflicts which have involved the Club.

(c) To promote social intercourse and educational understanding within the Club's premises for the advancement and benefit of members.

(d) To create and maintain, when deemed necessary, an interest in local affairs, provided always these are not associated with political or sectarian institutions.

(e) To provide, construct, alter and maintain club houses, pavilions and other conveniences in connection therewith, and to provide and maintain a bowling green and such other sporting facilities as may from time to time be deemed advisable including all necessary club house buildings, facilities and amenities to be used therewith, and to provide a club house with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provisions for all indoor and outdoor sporting, musical and educational activities and any other social amenities.

(f) 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 or the establishing or promotion of which may be beneficial to the Club, provided that no subscription will be paid to any such other club, association or organisation out of the funds of the Club except bona fide in furtherance of the objects of the Club.

(g) To raise money by entrance fees, levies and subscriptions and to grant rights and privileges to members and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration of membership (including Life membership), determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership, honorary members, temporary members and guests of members; the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be attached to the members of the Club; arrangements with other clubs or associations for reciprocal concessions or otherwise; committees of members in connection with the management of the Club; the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.

(h) In furtherance of the objects of the Club to buy sell and deal in all kinds of apparatus and all kinds of provisions and refreshments liquid and solid required by persons frequenting the Club's grounds or premises.

(i) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the club house, grounds and premises of the Club and to apply for, take out and hold licences for the conduct of such business.

(j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club takes or holds any property which may be subject to any trusts, the Club will only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.

(k) To enter into any arrangements with any government or authority supreme, municipal, local, or otherwise that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(l) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, workers and other persons as may be necessary or convenient for the purposes of the Club.

(m) 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 establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of any such members.

(n) To grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(o) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.

(p) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined, and from time to time to vary, renew and realise upon such securities and investments.

(q) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures 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.

(r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(s) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club; provided always that notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a club licence is to be leased contrary to the Registered Clubs Act.

(t) To take or hold mortgages, lines and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.

(u) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.

(v) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.

(w) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.

(x) To enter into a guarantee or bond for the benefit of the Club and 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 the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property of the Club.

(y) To make donations for patriotic or charitable purposes.

(z) To apply for and hold a club licence or club licences under the Liquor Act and any other licence under the *Gaming Machines Act 2001 (NSW)*, or any other law for the time being operative and for such purposes to appoint a Secretary or Manager as may be required by law.

(aa) 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.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to 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.

12. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend,

bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises demised to the Club.

WINDING UP

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

14. 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 the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding $2.

15. 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 must not be paid to or distributed among the members of the Club but must be given up or transferred to the Huskisson Sub-Branch of the Returned and Services League of Australia to provide for the sick, wounded and needy amongst those who served in Her Majesty's Forces, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

16. The number of Full members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.

17. A majority of Full members of the Club must at all times have the right to vote at the election of the Board.

18. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.

19. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership.

20. 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 admits to membership in accordance with this Constitution are the members of the Club. As at that date, a member who is classified in the Register of members in a specified class of membership will continue to be a member in the same class of membership.

21. All classes of membership are open to both sexes.

22. Unless and until otherwise determined by the Board, the classes of Ordinary membership are:

- R.S.L. members
- Associate members

ELIGIBILITY FOR ORDINARY MEMBERSHIP

23. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:

R.S.L. members

Any person who has attained the age of 18 years and is a financial member of the Huskisson Sub-Branch of the Returned and Services League of Australia.

Associate members

Any person who has attained the age of 18 years and is not a financial member of the Huskisson Sub-Branch of the Returned and Services League of Australia.

LIFE MEMBERSHIP

24. (a) Life membership may be conferred on any Ordinary member of the Club who has rendered outstanding service to the Club. To be eligible for Life membership, the member must be nominated by one Ordinary member and seconded by another. The nomination will be forwarded to the Board for approval. If approved, the Board will refer the nomination to the next Annual General Meeting of the Club for approval. If approved by a two-thirds majority of those members present and voting at the Annual General Meeting, the member nominated will be a Life member of the Club.

(b) Not more than one member may be made a Life member in any one financial year of the Club.

(c) A Life member is relieved from payment of any subscription or levies.

RIGHTS OF MEMBERS

25. A Life member retains all the rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.

26. (a) All financial Ordinary Members and Life Members as at the conclusion of the 2018 Annual General Meeting and who have remained Full Members are entitled to attend and vote at any General Meeting and are entitled to vote on Special Resolutions to amend this Constitution.

(b) All financial Ordinary Members and Life Members who were admitted to Full membership of the Club after the conclusion of the 2018 Annual General Meeting are only entitled to attend and vote at any General Meeting and are entitled to vote on Special Resolutions to amend this Constitution once they have been Full Members for not less than 3 consecutive years as at the date

of the relevant General Meeting. However, this qualification period shall not apply to a member who is appointed to the Board under section 30(1)(b1) of the Registered Clubs Act and clause 31 of the Registered Clubs Regulation whilst such member holds office on the Board.

27. Each member who is entitled to vote has one vote, but cannot vote by proxy.

28. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

(b) Without derogating from the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:

(1) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or

(2) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

29. 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.

30. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.

(b) Honorary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to vote at any General Meeting, to be nominated for or 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) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.

(d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary members:

(1) the name in full, or the surname and initials, of the Honorary member;

(2) the residential address of the Honorary member;

(3) the date on which Honorary membership is conferred;

(4) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

31. 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) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-law pursuant to this Constitution;

(b) a full member (as defined in the Registered Clubs Act) or 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.

32. (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.

(b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or 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) The Secretary, or in the Secretary's absence the delegated 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.

(d) A person under the age of 18 years must not be admitted as a Temporary member of the Club.

(e) In accordance with the Registered Clubs Act an eligible person may be admitted as a Temporary member for a period of up to, but not exceeding, 7 consecutive days (or for such longer period as the Independent Liquor and Gaming Authority may approve in writing). A person admitted under this Rule 32(e) is only required to complete and sign the Club's Register of Temporary members on the first day when they enter the Club's premises during that period. The following particulars must be entered into the Club's Temporary member's Register (or such other particulars as may be required by the Registered Clubs Act):

(1) the name in full, or the surname and initials, of the Temporary member;

(2) the residential address of the Temporary member;

(3) the date on which Temporary membership is granted; and

(4) the signature of the Temporary member.

PROVISIONAL MEMBERSHIP

33. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the entrance fee (if any) and subscription appropriate to the class of Ordinary membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

(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 depositing the nomination form at the Office or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional member and the entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.

(c) If the Board approves the application for membership, that person will cease to be a Provisional member and from the date of approval the person will be admitted to the class or Ordinary membership applied for.

(d) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

34. A person must not be admitted as an Ordinary member of the Club unless that person is elected to membership at a meeting of the Board by a majority of the Board members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary.

35. The powers of the Board in relation to the election or transfer of members may be exercised by an election committee appointed by the Board, except in relation to an application for membership by any person who has been previously expelled from the Club.

36. (a) In respect of every application for Ordinary membership made pursuant to this Constitution there must be completed a nomination form which must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.

(b) The nomination form must be signed by the candidate.

(c) The appropriate entrance fee (if any) and subscription must be lodged with the nomination form.

(d) The nomination form must be deposited at the Office. The Secretary must 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 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.

(e) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.

(f) The Board has the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.

37. When a person has been elected to membership, the Secretary must cause notice of such election to be given personally or promptly forwarded or posted to that person. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

38. The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

ABSENTEE LIST

39. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory is deemed to be within New South Wales. Such members will be placed on an Absentee List.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

40. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments 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 are as prescribed by the Board from time to time.

41. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members is not less than $2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.

42. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and

determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

43. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member and the Secretary may cause a written notice of default to be sent to that member. The member will also be disqualified from all Club competitions and promotions in which that member may be participating.

(b) If the member pays any such subscription or other money within one month after the due date for payment, that member will again be a financial member.

(c) If any such subscription or other money remains unpaid after one month from the due date for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club. The Secretary must cause a notation to this effect to be made against that person's name in the Register of members.

44. The Board has power to make charges and levies on Ordinary members for general or special purposes.

PATRON

45. 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. Any Patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club and subject to this Constitution will remain an Honorary member while he or she remains a Patron. There will not be more than 2 Patrons of the Club at any one time.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

47. The Club must keep the following registers:

(a) A register of persons who are Full members of the Club. This register must 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

48. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or is in the opinion of the Board, guilty

of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board has the 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 must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 14 clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.

(b) The member charged is entitled to attend the meeting 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 Directors present at such meeting will be in such manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a two-thirds majority of the Directors 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 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) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must, if the member has been found guilty, inform the member prior to considering any penalty.

(f) The member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.

(g) Any decision of the Board at such meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.

(h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board has the 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 on a member must be notified in writing to that member.

(i) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 3 Directors.

49. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the **senior employee**"), has power to suspend any person's membership and remove that member from, or refuse to admit that member to, the Club's premises:

(1) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or

(2) whose presence on the Club's premises in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the *Gaming Machines Act 2001* (NSW), Registered Clubs Act or the Liquor Act; or

(3) who in the opinion of the Secretary or the senior employee has engaged or used any part of the Club's premises for an unlawful purpose; or

(4) who, within the meaning of the Smoke-free Environment Act 2000 (NSW), smokes while on any part of the Club's premises that is smoke-free; or

(5) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or senior employee suspects of being a prohibited drug or prohibited plant; or

(6) whom the Secretary or the senior employee, under the conditions of the club licence held under the Liquor Act or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises; or

(7) who in the opinion of the Secretary or the senior employee has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.

(b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.

(c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue for 6 weeks or until further notice is given to the member pursuant to Rule 48, whichever is the earlier.

RESIGNATION AND CESSATION OF MEMBERSHIP

50. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will 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) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains 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

51. (a) All members have the privilege of introducing guests to the Club. Temporary members who have attained the age of 18 years may only introduce guests who are under the age of 18 years.

(b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.

(c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.

(d) The Board has 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.

(e) A guest must at all times remain in the reasonable company of the member who introduced that guest.

(f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.

(g) The Secretary, or in the Secretary's absence the delegated 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.

(h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:

(1) the name in full, or the surname and initials of the given names, of the guest;

(2) the residential address of the guest;

(3) the date of that day;

(4) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

THE BOARD

52. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of 7 Directors consisting of the President, Vice President, Treasurer and 4 Ordinary Directors.

53. (a) All financial Ordinary Members and Life Members as at the conclusion of the 2018 Annual General Meeting and who have remained Full Members are eligible to be nominated for, elected to and hold office on the Board.

(b) All financial Ordinary Members and Life Members who were admitted to Full membership after the conclusion of the 2018 Annual General Meeting are only eligible to be nominated for, elected to and hold office on the Board once they have been Full Members for not less than 3 consecutive years as at the date of their nomination, election or appointment. However, this qualification period shall not apply to a member who is appointed to the Board under section 30(1)(b1) of the Registered Clubs Act and clause 31 of the Registered Clubs Regulation whilst such member holds office on the Board.

54. (a) The Directors elected to the Board at the 2018 election of the Board will hold office until the conclusion of the 2019 Annual General Meeting, when they will retire but will be eligible for re-election.

(b) On and from the 2019 election of the Board, the Board will be elected in accordance with the triennial rule.

(c) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member who is already an elected Director of the Club and who is not a financial member or is under suspension will be able to perform only duties as a Director until his or her term of office expires.

ELECTION OF THE BOARD

55. (a) All financial Ordinary Members and Life Members as at the conclusion of the 2018 Annual General Meeting and who have remained Full Members are entitled to vote at the election of the Board.

(b) All financial Ordinary Members and Life Members who were admitted to Full membership after the conclusion of the 2018 Annual General Meeting are only entitled to vote at the election of the Board once they have been Full Members for not less than 3 consecutive years as at date on which nominations for election of positions on the Board is made. However, this qualification period shall not apply to a member who is appointed to the Board under section 30(1)(b1) of the Registered Clubs Act and clause 31 of the Registered Clubs Regulation whilst such member holds office on the Board.

55B. (a) In Rule 54(b) and this 55B only:

"**general meeting**" means a meeting of the members of the Club at which members of the Board are to be elected (or declared elected);

"**triennial rule**" means the election of members of the Board in accordance with Schedule 4 of the Registered Clubs Act and as set out in this Rule 55B; and

"**year**" means the period between successive general meetings.

(b) The Directors elected to the Board in 2019 shall be divided into 3 groups and such groups shall be:

(i) determined by drawing lots;

(ii) as nearly as possible equal in number; and

(iii) designated as "group 1", "group 2" and "group 3".

(c) Unless otherwise ceasing to hold office under this Constitution, the Directors:

(i) in group 1 shall hold office for 1 year;

(ii) in group 2 shall hold office for 2 years; and

(iii) in group 3 shall hold office for 3 years.

(d) At each general meeting while the triennial rule is in force (other than the general meeting held in 2019), the number of Directors required to fill vacancies on the Board shall be elected (or declared elected), and shall, unless otherwise disqualified, hold office for 3 years.

(e) A person who fills a casual vacancy in the office of a member of the Board elected in accordance with this Rule 55B shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(f) The vacancy caused at a general meeting by a person ceasing to hold office under Rule 54(e) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

56. A person whose term of office as a member of the Board under the triennial rule expires is not for that reason ineligible for election for a further term. The election of the Board will be conducted in the following manner:

(a) Nominations for all positions on the Board must be made in writing and signed by 2 Full members who must be either financial Ordinary members or Life Members. The nominee must signify his or her consent to the nomination. The nomination must be lodged with the Secretary at least 14 days before the Annual General Meeting. The Secretary will as soon as practicable cause notification of such nominations to be posted on the Club Notice Board.

(b) Members eligible for election to the Board may be nominated for more than one office, and in the event of their being elected to the senior office will be deemed to have been eliminated from candidature for election to the junior office. The order of seniority of offices is:

- President
- Vice President
- Treasurer
- Ordinary Director

(c) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.

(d) If no or insufficient nominations are received for any office, the candidate or candidates, if any, nominated will 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 for such vacancies, an election by ballot for such vacancies remaining will be held.

(e) In the event of nominations for any office exceeding the number required to be elected, a ballot will be held in the following manner:

(1) The ballot will take place at the Club's premises during the period of 3 days immediately prior to the date set for the Annual General Meeting during the hours of 10am to 7pm – Thursday and Friday, 10am to 6pm on Saturday.

(2) The CEO will appoint a Returning Officer who will be responsible for the conduct of the ballot. The Returning Officer may appoint one or more assistant returning officers.

(3) An officer or employee of the Club, or any candidate for office, is ineligible to be appointed as or to act as the Returning Officer or assistant returning officer.

(4) The ballot will be conducted by the Returning Officer with the assistance of the assistant returning officers. The names of all candidates will be entered on a ballot paper, with the names of any retiring candidates standing for re-election being indicated by an asterisk.

(5) The Returning Officer will supervise the issue of ballot papers, the safe custody of ballot papers, the counting of votes after the ballot is closed and will report the result of the ballot to the Chairman of the Annual General Meeting. The decision of the Returning Officer as to the informality of any vote will be final.

(6) The Board may prescribe the manner in which the votes are to be marked on the ballot paper or such other matters as it may think necessary to ensure the secrecy and accuracy of the ballot.

(7) The method of counting votes cast in the ballot will be by the 'first past the post' method. The number of candidates required to be elected who receive the highest number of votes will be declared elected.

(8) In the event of an equality of votes in favour of 2 or more candidates for any one position, the Returning Officer will draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

57. The Board may from time to time make such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

POWERS OF THE BOARD

58. The Board is responsible for the management of the business and affairs of the Club.

59. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting 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 will 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 has power from time to time:

(a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors 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 must 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 or his or her nominee, who must be a Director, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of any committee consisting of 2 or more members are to be governed by the provisions of this Constitution which regulate 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.

(b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(c) 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.

(d) 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.

(e) 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.

(f) To determine who will 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.

(g) 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.

(h) 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.

(i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; to sell, exchange or otherwise dispose of all or any of the lands or buildings or other property rights to which the Club may be entitled from time to time; and subject to the Registered Clubs Act to lease any property of the Club.

(j) 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.

(k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of 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.

(l) To fix the maximum number of persons who may be admitted to each class of membership of the Club.

(m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons 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.

(n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.

(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 Director or to any other 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 that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

60. The Board has power to make such By-laws not inconsistent with this Constitution 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. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:

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

(b) the general management and control of the trading activities of the Club;

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

(d) the management and control of play and dress on the Club's premises;

(e) the upkeep and control of the Club's property;

(f) the management and control of all competitions;

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

(h) the privileges to be enjoyed by members;

(i) the relationship between members and the Club's employees;

(j) generally all such matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.

61. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.

62. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

63. The Board may permit any section created under this Constitution to become affiliated with the body controlling the game, sport or other activity 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.

64. 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.

65. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.

66. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must 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 must also be produced regularly and promptly for inspection by or on behalf of the Board.

67. 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 will have effect unless and until it has been approved by resolution of the Board.

68. 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 must 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

69. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose and which is kept in a manner and format permitted by the Act.

70. The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Vice President will be the Chairman of the meeting. If the Vice President is not present or being present is unwilling or unable to act, then the Directors present may elect their own Chairman of the meeting.

71. The quorum for meetings of the Board is 4 Directors.

72. The President at any time may convene a meeting of the Board. The Secretary upon the request of not less than 2 Directors must convene a meeting of the Board.

73. Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the Directors will 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 will have a casting vote in addition to a deliberative vote.

74. All acts done by any Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

75. (a) (i) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

(ii) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.

(iii) The resolution is passed when the last Director signs.

(b) 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.

76. (a) No member of the Board shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or arrangement entered into, by or on behalf of the Club in which any member of the Board shall be in any way interested be avoided nor shall any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the fiduciary relationship thereby established.

(b) A Director must in accordance with sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes.

(c) Without limiting the application of section 191(2) of the Act, Rule 76(b) does not apply to an interest:

(i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or.

(ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).

(d) Subject to Rule 76(e), a Director who has a material personal interest in a matter that is being considered at a meeting of the Board:

(i) must not vote on the matter (or in relation to a proposed resolution under Rule 76(e)(i) in relation to the matter, whether in relation to that Director or a different Director); and

(ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

(e) Rule 76(d) does not apply if:

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

(ii) the Australian Securities and Investments Commission has declared or ordered in accordance with the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

(f) Part 4A of the Registered Clubs Act will apply if a Director makes a disclosure required by that legislation.

VACANCIES ON THE BOARD

77. 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 Director or Directors whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.

78. The office of a Director is immediately vacated, and a casual vacancy is thereby created, if that person:

(a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;

(b) is convicted of an offence referred to in Section 206B of the Act;

(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 Director by reason of any order made under the Act or the Registered Clubs Act;

(g) becomes an employee of the Club;

(h) ceases to be a member entitled to hold office on the Board;

(i) fails to declare the nature of any interest in a contract or proposed contract with the Club in accordance with Section 191 of the Act;

(j) fails to declare the nature of any material personal interest in a matter referred to in Section 191 of the Act; or

(k) fails to complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Registered Clubs Act and Registered Clubs Regulation (provided that this Rule 78(k) shall not apply to any Director who is exempt from completing such training under the Registered Clubs Act and Registered Clubs Regulation.

79. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting, but shall be eligible for election if qualified under this Constitution to stand for election.

80. The continuing Directors 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 Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETINGS

81. A General Meeting called the Annual General Meeting must 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 are called General Meetings.

82. The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting 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 will have effect:

(a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.

(b) 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 must not be held after the expiration of 3 months from the date of such deposit.

(c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.

(d) Any meeting convened under this Rule by the members must be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.

(e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.

83. 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 must 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 will 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, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

84. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members is not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote. A quorum at all other General Meetings and at all Annual General Meetings is not less than 20 members of the Club who are present and entitled to vote.

85. If within 30 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request of members will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period must be less than one month. If at such adjourned General Meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

86. The business of any Annual General Meeting may include:

(a) receipt and consideration of the reports prescribed by Section 317 of the Act;

(b) election of the Board;

(c) appointment of the Auditor;

(d) any business of which due notice has been given;

(e) any business approved by the meeting.

87. The President is entitled to preside as the Chairman at any General Meeting. If the President is not present within 30 minutes after the time appointed for holding the

meeting or being present is unwilling or unable to act, then the Vice President will be the Chairman of the meeting. If the Vice President is not present within 30 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Board will elect a Director to be the Chairman of the meeting. If a Director is not present within 30 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to be the Chairman of the meeting.

88. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman of the meeting or by not less than 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 will have a casting vote in addition to a deliberative vote.

89. At any General Meeting (unless a poll is demanded), a declaration by the Chairman of the meeting 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

90. (a) If at any General Meeting a poll is demanded, it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman of the meeting directs and the result of the poll will be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of the Chairman of the meeting or on a question of adjournment must be taken immediately.

(b) A demand for a poll may be withdrawn.

(c) In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting will determine the same, and such determination made in good faith will be final and conclusive.

91. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not 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 must be given as in the case of an original meeting.

92. Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

93. The Board must 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.

94. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.

95. The Club must for each financial year, as required by the Act, send or otherwise make available to each Full member a copy of the financial report, the directors' report and the auditor's report for that financial year.

96. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.

97. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

SECRETARY

98. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

99. The Board must provide for the safe custody of the Seal.

100. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(1) 2 Directors; or

(2) one Director and the Secretary.

(b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:

(1) 2 Directors; or

(2) one Director and the Secretary.

101. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

102. A notice may be given by the Club to any member either:

(a) personally; or

(b) by sending the notice by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution; or

(c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.

103. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

(b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.

104. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

105. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

(i) a liability owed to the Club or a related body corporate;

(ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or

(iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith,

provided that no such indemnity will apply to a liability incurred before 15 April 1994.

(b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

(i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act;

(ii) in defending or resisting criminal proceedings in which the person is found guilty;

(iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or

(iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

(i) conduct involving a wilful breach of duty in relation to the Club; or

(ii) a contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

106. A copy of this Constitution must 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 or such lesser fee as determined by the Board.

READING OF CONSTITUTION

107. This Constitution must 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 will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

108. This Constitution may be amended only by a resolution passed by a three-quarters majority of financial Ordinary members 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 the Act.

CLUB JERVIS BAY LTD

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