

**TORONTO DISTRICT WORKERS' CLUB LIMITED**

**ACN 000 991 266**

---

**CONSTITUTION**

---

**Adopted at AGM of 20.10.2002**

**Rule 9.6(e) altered at AGM 9.11.2003**

**Amended at general meeting 30.07.2007**

**Amended at general meeting 08.07.2013**

**Amended at Annual General Meeting 19.10.15**

## INDEX TO CONSTITUTION

1.	NAME AND INCORPORATION .....	1
2.	DEFINITIONS .....	1
3.	INTERPRETATION .....	2
4.	REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT .....	2
5.	OBJECTS .....	3
6.	WINDING UP .....	5
7.	MEMBERSHIP .....	5
8.	CESSATION OF MEMBERSHIP .....	10
9.	MANAGEMENT BY AND ELECTION OF BOARD OF DIRECTORS .....	11
10.	GENERAL MEETINGS (Annual and Extraordinary) .....	16
11.	MINUTES .....	19
12.	FINANCIAL YEAR .....	19
13.	ACCOUNTS AND AUDIT .....	19
14.	SECRETARY .....	20
15.	SEAL AND EXECUTION OF DOCUMENTS .....	20
16.	VISITORS .....	21
17.	SUPPLY OF LIQUOR AND USE OF POKER MACHINES .....	21
18.	NOTICES .....	21
19.	INDEMNITY .....	21
19B	TORONTO COUNTRY CLUB MEMBERS .....	22
20.	CONSTRUCTION OF AND AMENDMENTS TO CONSTITUTION .....	22
21.	MISCELLANEOUS .....	22

CORPORATIONS ACT 2001

A Company Limited by Guarantee  
and not having a Share Capital

**CONSTITUTION**

of

**TORONTO DISTRICT WORKERS' CLUB LIMITED**  
**ACN 000 991 266**

---

**1. NAME AND INCORPORATION**

The name of the company is "Toronto District Workers' Club Limited". The company was incorporated under the Companies Act 1961 of New South Wales on 13 April, 1972.

**2. DEFINITIONS**

In this Constitution unless there is something in the subject or context inconsistent with it:

"*Act*" means the Corporations Act 2001, amendments to it and enactments substituted for it.

"*Annual General Meeting*" and "*AGM*" means the general meeting held each year as required by the Act and this Constitution.

"*Biennial General Meeting*" means the Annual General Meeting of the Club to be held in the year 2007 (which shall be the first Biennial General Meeting) and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and the members of a new Board of Directors will be declared elected or elected as required by this Constitution.

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

"*By-Laws*" means the by-laws and regulations of the Club for the time being in force.

"*Club*" means the abovenamed Company,

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

"*Liquor Act*" means the Liquor Act 1982, amendments to it and enactments substituted for it.

“*Month*” means calendar month.

“*Notice Board*” means the board or boards provided in a conspicuous place in the Club premises on which notices for the information of members are posted.

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

“*Officer*” includes the President, Vice-President and other members of the Board, but does not include the Auditor.

“*Ordinary Member*” means a member of the Club other than a Life Member, honorary member, temporary member or provisional member of the Club.

“*Register*” means the register of members kept pursuant of the Act.

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

“*Rules*” means the provisions as numbered in this Constitution.

“*In Writing*” and “*Written*” includes printing, lithography and other modes of reproducing or representing words in a visible form.

“*Secretary*” includes acting Secretary.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number also include the plural number.

### 3. INTERPRETATION

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

### 4. REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

4.1 The “replaceable rules” which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.

4.2 The Club continues for the objects set out in this Constitution.

4.3 (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, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

(c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

(d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

4.4 (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.

(b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.

4.5 (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.

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

(c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

## 5. OBJECTS

5.1 The objects for which the Club continues to operate are:

(a) to continue and maintain the Club for the benefit of its members and their guests;

(b) to permit or promote undertakings or functions of a social, scientific, artistic, educational or sporting nature for the advancement and benefit of members;

(c) to create and maintain when deemed necessary an interest in local affairs;

(d) to carry out such trades or business as may be determined for the benefit of the Club and not for the profit of individual members;

- (e) to erect, build or cause to be built or erected or to provide and maintain, improve and alter a clubhouse to contain accommodation and amenities for members and visitors including such out buildings as may be considered necessary and desirable for the purposes of the Club;
  - (f) to provide, establish and maintain such sporting areas and amenities as may from time to time be deemed necessary or convenient by the Board. To improve and beautify any lands of the Club by construction and maintenance of gardens and the like;
  - (g) to provide recreational facilities and amenities for members of the Club and their guests;
  - (h) in furtherance of the objects of the Club to maintain, apply for and obtain and hold a club licence or any other licence or licences under the Liquor Act or laws or any other act or laws for the time being operative and/or a licence under the Gaming and Betting Act or laws or any other act or laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a secretary or secretaries or manager or managers or other Officer or Officers to act as licensee or licensees on behalf of the Club;
  - (i) in furtherance of the objects of the Club to obtain and hold any 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 and provisions required, used or desired by members;
  - (j) to take or reject any gift of property, money or goods whether subject to any trust or not;
  - (k) to affiliate, co-operate or associate with any other club, society, institution or association having similar objects to the Club;
  - (l) to establish, promote or assist in establishing and promoting and to subscribe to or become a member of any association having objects similar to the Club;
  - (m) to do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects.
- 5.2 The liability of the members is limited.
- 5.3 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion of the income shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise amongst the members of the Club provided that the Club may pay;
- (a) to a member interest in respect of monies advanced by him, for out-of-pocket expenses, or rent for premises leased to the Club, or otherwise owing by the Club to him;
  - (b) any officer, servant, member of the Club or other person for services actually rendered to the Club; and

(c) an honorarium to a member for special honorary services rendered;

But no remuneration shall be given by the Club to any member of the Board for his services as a director.

## 6. WINDING UP

6.1 Every member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceased 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 amongst themselves such amount as may be required not exceeding three dollars (\$3.00).

6.2 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or club having objects similar to the objects of the Club and which prohibits the distribution of its income and property amongst its members such institution or club to be determined by the members of the Club at or before the time of dissolution, and in default of a determination, by the Chief Judge in Equity of the Supreme Court of New South Wales.

## 7. MEMBERSHIP

### (VOTING, MISCELLANEOUS, NUMBERS, CLASSIFICATIONS, ADMISSION AND FEES)

7.1 All members, other than temporary members and members who are employees of the Club, shall be entitled to vote at a meeting of the Club. The voting members shall have one vote both on a show of hands and on the taking of a poll. Neither temporary members nor members who are employees of the Club shall have the right to hold an official position or to vote at general meetings. Associate members shall not have the right to hold an official position in the Club.

7.2 Every member shall on becoming a member furnish to the Secretary particulars of his or her address and occupation if those particulars have not already been stated on the nomination form and shall notify the Secretary in writing of any subsequent change of address. The latest notified address shall be deemed to be the member's address for the purpose of the issue of notices, notwithstanding the Club having constructive or actual notice of a subsequent address.

7.3 For the purpose of registration but not by way of limitation, the number of members of the Club is declared not to exceed the maximum permissible under the Registered Clubs Act.

7.4 Ordinary membership of the Club shall be divided into the following:

(a) Full members - who shall be persons over the age of 18 years.

(b) Associate members - who shall be pensioners over the age of 18 years. An associate member may if it is so preferred be a Full Member.

(b1) Toronto Country Club members – who shall be persons who are financial members of the Toronto Country Club Limited and whose names were entered on the register of members of the Toronto Country Club Limited on the date of conditional approval of the Licensing Court of New South Wales of the amalgamation of the Club and Toronto Country Club Limited and who agree to become members of the Club.

(c) Honorary members - honorary membership may be granted by the Board to the following persons:

- (i) a patron of the Club;
- (ii) a prominent citizen visiting the Club for a special occasion.

The Board shall have power to cancel the honorary membership of the Club of any person at any time without giving a reason for doing so.

Except as provided herein, honorary members shall be entitled to exercise all the privileges of membership of the Club.

Honorary members shall not be entitled to attend any general meeting of the Club or the Board or to be elected as a member of the Board or to any other office of the Club.

An Honorary Member shall not, unless so determined by the Board, be required to pay an entrance fee or annual subscription.

A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the Rules of the Club and he has the qualifications as specified in the Rules of the Club requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.

A person admitted as an Honorary Member of the Club shall be subject to such conditions as may be imposed by this Constitution or by the By-Laws.

(d) Temporary members - a member of any Registered Club who, at the invitation of the Board or of a Life and Honorary Member of the Club, attends on any day at the premises of the Club for the purposes of participating in a game or competition of a sporting or athletic nature to be conducted by the Club from the time on that day when he so attends the premises of the Club until the end of that day.

Persons other than persons who become Temporary Members of the Club under clause 4(d)(i) may be admitted as Temporary Members of the Club if they possess either of the following qualifications:

- (i) they are visitors to Toronto and have their permanent place of



residence outside New South Wales.

(ii) they are visitors to Toronto and have their permanent place of residence in New South Wales at a place outside a radius of five (5) kilometers of the Club.

(e) The Procedure for admitting persons who possess the qualifications specified in clause (d) (ii) as Temporary Members of the Club shall be:

(i) a member of the Board, the Secretary Manager of the Club or any employee of the Club so authorised by the Secretary Manager shall enter the full name of the person and the address of his permanent place of residence in the Register of Temporary Members.

(ii) a member of the Board, the Secretary Manager of the Club or any employee of the Club so authorised by the Secretary Manager shall sign the Register of Temporary Members in the place provided therein, thereby admitting the person as a Temporary Member of the Club and shall also enter in the Register of Temporary Members the date on which the person's Temporary Membership commences and ends.

(iii) persons qualified for admission as Temporary Members under clause 4 (ii) shall be admitted as Temporary Members of the Club for the duration of their visit to Toronto or such lesser period as they may nominate provided that if the duration of their visit to Toronto is more than two consecutive Months in any year they shall not be admitted as a Temporary Member of the Club for a period in excess of two consecutive Months in that year.

(iv) the Board or any member of the Board or the Secretary Manager or any employee of the Club so authorised by the Secretary Manager shall have power to cancel the Temporary Membership of the Club of any person at any time without giving a reason for doing so.

(f) Except as provided herein Temporary Members shall be entitled to exercise all the privileges of membership of the Club.

(g) Temporary Members shall not be entitled to attend any general meeting of the Club or the Board or to be elected as a member of the Board or to any other office of the Club.

(h) Temporary Members shall not, unless so determined by the Board be required to pay an entrance fee or annual subscription.

(i) A person shall not be admitted as Temporary Member of the Club unless he is admitted in accordance with the Rules of the Club and he has the qualifications as specified in the Rules of the Club requisite and appropriate in relation to the purposes of the Club for Temporary Membership of the Club.

(j) A person admitted as a Temporary Member of the Club or a person deemed to have been admitted as a Temporary Member of the Club shall be subject to such conditions as may be imposed by this Constitution or by the By-Laws.

7.5 (a) Every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club, both of whom shall be over the age of eighteen years. Every nomination shall be in writing shall give the full name of the candidate his occupation and private and business addresses and shall be signed by the candidate and his proposer and seconded. The nomination shall be in such form as the Board shall from time to time require.

(b) Every nomination for membership shall be lodged with the Secretary/Manager.

(c) Particulars of the names and addresses of candidates for membership together with the names of the proposer and seconded shall be posted on the Notice Board for at least 14 days after which the nomination shall be submitted to the Board.

7.6 (a) The election of members shall be by the Board at a meeting duly convened. The Board may reject any application for membership without assigning any reason for rejection.

(b) No application for membership shall be considered by the Board until the candidate for membership has paid the entrance or nomination fee and annual subscription for the first year of membership.

(c) On election of a member the Secretary shall notify the new member of his or her election by post or otherwise.

(d) Every person elected to membership and informed of his election is deemed to agree to pay (if not already paid) the entrance fee and the annual subscription and other fees and charges as prescribed in the Constitution or By-Laws of the Club and to be bound by the Constitution of the Club and by the Club's By-Laws from time to time in force and the payment of the entrance fee and the annual subscription is conclusive evidence of the new member's agreement.

(e) A candidate for membership who withdraws his nomination or who is rejected by the Board shall have his nomination fee and subscription refunded to him.

(f) Membership (after due election) shall be deemed to commence from the date of nomination.

7.6A. The provisions of Rules 7.5 and 7.6 shall not apply to those persons who are members of the Toronto Country Club Limited at the date of conditional approval of the amalgamation by the Club with the Toronto Workers Club Limited pursuant to Section 17A of the Registered Clubs Act and who in accordance with Rule 7.6B agree to become members of the Club.

- 7.6B (a) As soon as practical after the conditional approval of the amalgamation application between the Club and Toronto Country Club Limited has been granted by the Licensing Court of New South Wales the Club will forward to each member of Toronto Country Club Limited a written invitation to become a member of the Club and a form of agreement in or to the same affect as the following schedule:

**SCHEDULE**

I \_\_\_\_\_  
print name

hereby agree to be a Toronto Country Club member of Toronto District Workers Club Limited and agree to be bound by the Rules of that Club.

Date: \_\_\_\_\_

Signed: \_\_\_\_\_

- (b) Any member of Toronto Country Club Limited who accepts the invitation and agrees to be a member of the Club by completing, signing and returning to the Club the agreement referred to in paragraph (a) of this Rule 7.6B shall after fourteen (14) days of receipt of the agreement by the Club and publication of his or her name on the Notice Board of the Club for not less than seven (7) days be elected by a resolution of the Board of the Club and entered into the Register of Members of the Club as a Toronto Country Club member and shall from the date of entry in the Register of Members of the Club be a Toronto Country Club Member but with the right, subject to having the appropriate qualifications, as provided in these Rules to apply to transfer to another class of membership.

- 7.7 (a) The nomination fee annual subscription and other annual fees or charges payable by any class of members shall be determined by a general meeting of the Club (provided that the annual subscription shall not be less than \$2.00). Until otherwise determined, the nomination fee shall be \$5.00 and the annual subscription shall be \$5.00.

- (b) Annual subscriptions shall be payable annually in advance.

- (c) The annual subscription shall fall due on the last day of each year. If any fee or call or charge or any installment thereof shall remain unpaid, the Board shall debar such member from all privileges of membership and his/her name shall be removed from the Register.

- (d) When a member joins the Club after the first day of January in any year and, having paid a full years' subscription in advance, he shall, in renewing his membership, be allowed a pro-rata adjustment calculated on a half yearly basis.

- (e) The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise. Pensioners over the age of 18 years may be admitted as associate members on the payment of a fee to be determined by the Board.

## 8. CESSATION OF MEMBERSHIP

- 8.1 A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue to be liable for any unpaid entrance fee and annual subscription at the date of his resignation and the sum not exceeding three dollars (\$3.00) pursuant to clause 6.1.

- 8.2 (a) If any member refuses or neglects to comply with the provisions of the Constitution, By-laws, rules or regulations of the Club or if any member shall in the opinion of the Board be guilty of any conduct decided by the Board to be unbecoming of a member or prejudicial to the interests of the Club such member may be reprimanded, suspended, expelled, fined or ordered to pay for damage to or replacement of Club property.

- (b) Before a member is dealt with by the Board under this clause he shall be given seven days notice in writing of the offence with which he is charged and of the date of the Board meeting at which the charge will be heard and he shall be requested to be present at such meeting. The member shall have the opportunity of giving orally or in writing any explanation or defence he may think fit.

- (c) The seven days notice of the meeting to consider the case of a member under this clause shall be given to members of the Board and the notice covering the meeting shall state that the case of the member is to be considered.

- (d) A member dealt with under this clause shall have no right of appeal to a general meeting of members.

- (e) The Board shall cause notice in writing of its decision to be sent to the member within seven days of the decision being given.

### 8.2A. DISCIPLINARY COMMITTEE

8.2A.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 8.2 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

8.2A.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 8.2 save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
- (b) all references to the Board in Rule 8.2 shall be read as being

references to the Disciplinary Committee.

8.2A.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 8.2 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 8.2 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 8.2A within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

8.2A4. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 8.2A and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

8.3 Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge the debt upon request in writing by the Secretary the member may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board gives the member due notice of its intention to take such course.

8.4 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 all rights as a member of the Club but shall remain liable for any monies due or payable by way of entrance fee and/or subscription and under the provisions of clause 6.1.

## 9. MANAGEMENT BY AND ELECTION OF BOARD OF DIRECTORS

9.1 (a) As and from the Annual General Meeting of the Club in 2013 and for the purposes of conducting the ballot for the election of the Board before the AGM in 2013, the business and affairs of the Club shall be under the control of the Board of Directors which shall consist of a President, a Vice President and five (5) other Board members.

(b) The Board shall be elected every two (2) years by the members of the Club.

(c) A separate ballot shall, if required, be held for the positions of President and Vice President and for the five (5) other Board members.

9.2 The President and the Vice President shall form the Executive and they shall act in such manner and on such matters as the Board may from time to time direct.

9.3 Only financial Full members, financial Toronto Country Club members and Life members shall be entitled to stand for and be elected to the Board.

9.3A. A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of five (5) years immediately prior to the date of nomination, election or appointment to the Board; or
- (ii) has at any time been convicted of an indictable offence; or
- (iii) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (iv) was an employee of the Club, or any club that has amalgamated with the Club, within the period of five (5) years prior to nomination, election or appointment to the Board.

9.3B. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

9.4 The Board shall hold a meeting at least once in each month of the year and minutes of all proceedings and resolutions of the Board shall be kept and entered in a book provided for that purpose.

9.5 The Board elected at the AGM preceding the adoption of this Constitution continues to the next AGM.

9.6 The procedure for the election of the Board is:

- (a) not less than one month before the Biennial General Meeting the secretary shall display a notice on the Notice Board calling for nominations for the Board.
- (b) nominations for the election shall be in Writing and signed by two Full Members and by the nominee.
- (c) nominations shall be on a form obtained from the Secretary and shall be lodged with the Secretary at least 21 days before the meeting.
- (d) following the close of nominations the Secretary shall, in a prominent position in the Club premises, by the drawing of names of nominated persons from a hat, determine the order in which nominees are to be listed on the ballot paper with such nominations being listed from the top of the ballot paper in accordance with the order of drawing.

A ballot box shall be provided by the Secretary at the Club premises.

The ballot will close at 8 pm on the Sunday prior to the holding of the Biennial General Meeting.

(e) the ballot papers shall be issued at the Club's premises to eligible financial members and Life members between the hours of 12 noon and 8pm on the Wednesday, Thursday, Friday and Saturday in the week immediately prior to the holding of the Biennial General Meeting.

(f) The Board shall appoint the NSW Electoral Commission or such other professional electoral consultant or organisation as the returning officer. Any casual vacancy arising in the office of returning officer may be filled by the Board.

(g) the method of marking the ballot paper shall be by a number opposite the name or names of the candidate or candidates desired to be elected.

(h) The method of counting votes cast at the ballot shall be the "first past the post" method and the candidate, or where there is more than one candidate to be elected, the number of candidates required to be elected, receiving the highest number of votes shall be declared elected.

(ha) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 9.6 (ha) the order of seniority shall be:

- (i) President
- (ii) Vice President
- (iii) Ordinary director

(i) in the event of equality of votes being received by two or more candidates, the returning officer shall conduct a draw from the hat to determine the successful candidate.

(j) if the full number of candidates for any position on the Board are not nominated as prescribed additional nominations may with the consent of those already nominated be made at the meeting.

9.7 Any casual vacancy or vacancies which may occur in the Board may be filled by the remaining members of the Board and the person or persons appointed shall hold office until the next Biennial General Meeting when he or they shall retire but shall be eligible for re-election.

9.8 (a) If a director dies or fails to attend three consecutive regular board meetings without the leave of the Board, resigns, is adjudicated bankrupt, fails to complete the mandatory training requirements for directors referred to in Rule 9.3B within the prescribed period (unless exempted) or becomes of unsound mind his office shall be declared vacant by the Board and he shall then cease to be a director and the Board may appoint a successor to hold office until the next Biennial General Meeting and until the appointment is made the continuing

directors may act notwithstanding the vacancy.

(b) The Club may by special resolution carried at an extraordinary general meeting remove any director or all the directors before the expiration of his or their period of office and appoint another or other director or directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the director or directors removed would have held office if he or they had not been removed.

9.9 All acts done at any board meeting or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of that person, or he was disqualified to act as a director, be as valid as if that person had been properly appointed and was qualified to be a director.

9.10 No director shall receive any remuneration for his services in his capacity as director.

9.11 Further to sub-clause 9.1(a) the business and general affairs of the Club shall be under the management of the Board which shall have full control of the property of the Club and absolute authority subject to the Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except in so far as is otherwise expressly prohibited by this Constitution. In particular but without derogating from its general powers, the Board has power from time to time:

(a) to appoint from amongst its members or from members of the Club sub-committees for any purpose and to delegate to any such sub-committee powers as the Board thinks fit and from time to time to revoke or alter such appointment or delegation. Unless otherwise specified in the minutes of the Board appointing the sub-committee, the quorum of all sub-committees shall be a majority of the members of such sub-committees.

(b) to make such By-Laws, Rules or regulations not inconsistent with the 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, Rules and regulations.

(c) to enforce the observance of all By-Laws, Rules or regulations by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board decides.

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

(e) to engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents and



- servants or other employee in respect of permanent, temporary or special services the Board may from time to time decide and to determine the duties, pay salary emoluments or other remuneration but no payment or part payment of any Secretary, manager or other Officer or servant of the Club shall be made by way of commission or allowances from or upon the receipts of the Club for liquor supplied.
- (f) to purchase or otherwise acquire for the Club any property rights or privileges on terms and conditions the Board thinks fit.
  - (g) to secure the fulfillment of any contracts of engagements entered into by the Board by mortgaging or charging all or any of the property of the Club,
  - (h) to determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills or exchange, promissory notes and other documents or instruments.
  - (i) to invest and deal with any of the monies of the Club not immediately required for the purposes of the Club as the Board thinks fit and from time to time to vary or realise the investments.
  - (j) to borrow money for the purpose of the Club and to raise or secure the payment of money upon such terms and conditions the Board thinks fit giving debentures, liens, mortgages, charges or other security over the whole or any part of the property, real or personal of the Club. In particular but without limiting the foregoing, the Board may raise and secure money by the issue of debentures charged upon the Club's property both present and future. Any debenture or other securities may be issued with any special rights and privileges which the Board thinks reasonable to confer on the holders.
  - (k) to buy, make, sell, exchange or otherwise dispose of any real property, furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease, licence for use, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or licence shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act without the consent of the Licensing Court.
  - (l) 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.
  - (m) to fix the maximum number of each class of members who may be admitted to the Club not inconsistent with this Constitution.
  - (n) to fine, caution or suspend for such period as it thinks fit any member who shall willfully infringe any provision of the Constitution or of the By-Laws, Rules or regulations of the Club or who shall in the opinion of the Board be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.

(o) to impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use by them of the Club premises or relating to their conduct, behaviour, clothing and dress whilst on the premises.

(p) to fix the amount of the entrance fee and/or subscription payable by any class of member.

9.12 Any new by-law or regulation, or amendment to an existing by-law or regulation, made under the Constitution comes into force and is operative 14 days after the posting of notice of it on the Notice Board.

9.13 (a) The Board shall meet at least once every Month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time and the Secretary shall upon the request in Writing of two directors convene a meeting of the Board.

(b) The President if present shall be entitled to preside at all meetings of the Board. In his absence the meeting shall elect another director to be chairman of the meeting.

(c) A majority of the directors shall constitute a quorum. If a quorum is not present within fifteen minutes of the time fixed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members then present constitute a valid quorum.

## 10. GENERAL MEETINGS (Annual and Extraordinary)

10.1 The Annual General Meeting of the Club shall be held no later than the last Sunday in November of each year at such time and place determined by the Board.

10.2 All general meetings other than the AGMs shall be called extraordinary general meetings.

10.3 (a) An extraordinary general meeting may be called on any date by the president or the Board.

(b) (i) Subject to this Rule 10.3 (b), the Board must call and arrange to hold a general meeting of the Club on the request of members with at least 5% of the votes that may be cast at the general meeting.

(ii) In this Rule 10.3 (b) the term "the request" shall mean the request referred to in paragraph (i).

(iii) The request must:

(a) be in writing; and

- (b) state any resolution to be proposed at the meeting;
- (c) be signed by the members making the request;
- (d) be given to the Secretary.

(iv) 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.

(v) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.

(vi) 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 twenty one (21) days after the request is given to the Secretary.

(vii) The meeting referred to in paragraph (vi) of this Rule 10.3 (b) 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 (3) months after the request is given to the Club.

(viii) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

10.4 (a) Every notice convening a general meeting shall be in Writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or the Act.

(b) The period of notice of general meetings shall be as follows:

- (i) fourteen (14) days for AGMs and those extraordinary general meetings convened for purposes other than seeking the passage of a special resolution; and
- (ii) twenty-one (21) days for extraordinary general meetings convened for the purpose of passing a special resolution.

(c) Extraordinary general meetings of the Club may be held at anytime. Notices of extraordinary general meetings will be given by a notice displayed on the Club's Notice Board. No special resolution can be passed at a meeting for which inadequate or no notice has been given.

10.5 At an annual or extraordinary general meeting called by the President or the Board fifteen Full Members present and entitled to vote shall be a quorum. If a quorum be not present within fifteen minutes of the time fixed for an annual or

- extraordinary meeting, the meeting if convened on or by the requisition of members shall be dissolved: if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present will constitute a quorum.
- 10.6 The business of an AGM shall be to receive and consider the report of the Board the income and expenditure account and balance sheet and the report of the auditors to elect directors and an auditor or auditors and to fix the remuneration payable to such auditor or auditors and to transact any other business which under this Constitution is to be transacted at an AGM. All other business transacted at an AGM and all business transacted at an extraordinary general meeting shall be deemed special.
- 10.7 The President shall if present be entitled to preside at all general meetings of the Club. If the President is absent the Board shall elect a member of the Board to be chairman of the meeting.
- 10.8 Every question submitted to a general meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
- 10.9 At any general meeting unless a poll is demanded by the chairman or by at least five members present and entitled to a vote at the meeting a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 10.10 If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairman shall determine the same and such determination made in good faith shall be final and conclusive.
- 10.11 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 10.12 The chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.13 Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment

need be given.

10.14 A person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or any committee of the Club, or
- (b) vote at any election of, or of a member of, the Board, as a proxy for another person.

10.15 An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.

### 11. MINUTES

The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:

- (a) of all appointment of Officers made by the Club in general meeting or by the Board;
- (b) of the names of the directors present and voting at each meeting of the Board;
- (c) of the number of members present and voting at general meetings of the Club;
- (d) of all resolutions and proceedings at all meetings of the Club and the Board.

### 12. FINANCIAL YEAR

The financial year of the Club is the first day of July to the last day of June inclusive in each year.

### 13. ACCOUNTS AND AUDIT

13.1 The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:

- (a) all sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Club;
- (c) the assets, credits and liabilities of the Club.

13.2 The books of account shall be kept at the registered Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the directors.

13.3 (a) The Board shall comply with the provisions of the Act and once in every year cause to be prepared, as at the end of the Club's financial year, a balance sheet and an income and expenditure account made up to the end of the financial year which, with the report of the Board, is submitted to the AGM following the end of each financial year.

(b) The report of the Board referred to in clause 13.3(a) shall include statements showing:

- (i) the amount written off for depreciation;
  - (ii) the amount if any which the Board proposes to transfer to the reserve fund or funds of the Club;
  - (iii) the number of members of each class registered in the Register of members at the date of the preparation of the report;
  - (iv) the names of the directors.
- (c) A copy of the balance sheet, auditor's report and income and expenditure account accompanied by a copy of the report of the Board shall be posted in the Club premises at least seven days before the date of the AGM at which the said accounts and reports are to be presented.

13.4 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### **14. SECRETARY**

14.1 The Board shall appoint a Secretary who shall be the chief executive officer of the Club for the purposes of the Registered Clubs Act.

14.2 Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.

14.3 At any time there shall only be one Secretary of the Club.

#### **15. SEAL AND EXECUTION OF DOCUMENTS**

15.1 The Board will provide for a Seal of the Club and its safe custody.

15.2 (a) The Club may execute a document (including a deed) with the Seal by affixing the Seal to the document and having that witnessed by:

- (i) 2 members of the Board; or
  - (ii) one member of the Board and the Secretary; or
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 members of the Board; or

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

15.3 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.

#### **16. VISITORS**

Visitors shall not be permitted in the Club unless accompanied by a member. No visitor shall be supplied with liquor on Club premises unless on invitation and in the company of a member.

#### **17. SUPPLY OF LIQUOR AND USE OF POKER MACHINES**

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

17.2 A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

#### **18. NOTICES**

18.1 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 email or electronic address (if any) nominated by the member.

18.2 (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be 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.

18.3 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 on the Club's Notice Board shall be deemed to be notice to that member at the expiration of 24 hours after the notice is so posted up

#### **19. INDEMNITY**

Every Officer, auditor or agent of the company shall be indemnified out of the property of the company against any liability incurred by him in his capacity as Officer, auditor or agent in defending any proceedings, whether civil or criminal, in

which he is acquitted or in connection with any application in relation to such proceedings in which relief is granted to him by a court of competent jurisdiction.

## **19B TORONTO COUNTRY CLUB MEMBERS**

- (i) Those persons who were financial full members of Toronto Country Club Limited and whose names were entered into the register of members of Toronto Country Club Limited on the date of conditional approval by the Licensing Court of New South Wales of the amalgamation of the Club and Toronto Country Club Limited shall for the purposes of the Registered Clubs Act, be identified in the Club's register of members as "Toronto Country Club Members";
- (ii) Toronto Country Club members shall have the same rights as Ordinary members under the Rules of the Club.
- (iii) Toronto Country Club Members who are life members of Toronto Country Club Limited shall remain as life members but only in relation to the premises at the Country Club and shall not be required to pay an annual subscription to the Club but otherwise will have the same voting rights as Ordinary Members.

## **20. CONSTRUCTION OF AND AMENDMENTS TO CONSTITUTION**

- 20.1 This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith, those provisions shall be inoperative and have no effect.
- 20.2 This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life Members and Full Members who are present and voting at a general meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

## **21. MISCELLANEOUS**

- 21.1 No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of the Liquor Act or under the Gaming and Betting (Poker Machines) Act 1957 or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
- 21.2 The power to lease contained in this Constitution shall not be exercised in respect of any part or parts of the premises of the Club which may be the subject of a Certificate of Registration granted under the provisions of the Liquor Act as amended without the consent of the Licensing Court being first obtained.
- 21.3 Registers shall be kept setting forth:
  - (a) the name in full, the occupation and address of each Full Member and if he is an Ordinary Member the date on which he last paid the annual



subscription for membership of the Club;

(b) the name in full and address of each Honorary Member and each Temporary Member and where that member has been admitted to membership for a limited period, the dates on which that period commences and ends; and

(c) the name of and day on which a person above the age of 18 years enters the premises of the Club as a guest of a member, the name of the member introducing that guest and the signature of that member. Names may be in full or the surname and initials of given names. If an entry in the Register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in the Register if the guest subsequently re-enters the premises on the same day as the guest of that member.

