



**CONSTITUTION OF**

**THE FRECCIA AZZURRA CLUB**

**REVISION NO. 1**

Freccia Azzurra Club  
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ACN 005 564 303

This document has been modified by The Committee of The Freccia Azzurra Club in accordance with Clause 106 of this Constitution

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# PRELIMINARY

## 1. DEFINITIONS AND INTERPRETATION

In this Constitution:-

- (1) **“Act”** means the Corporations Act, 2001 (Commonwealth).
- (2) **“AGM”** means Annual General Meeting.
- (3) **“Club”** means the Freccia Azzurra Club ACN 005 564 303.
- (4) **“Committee”** means the Committee for the time being of the Club.
- (5) **“Liquor Act”** means *Liquor Control Reform Act 1998* of the State of Victoria or any re-enactment or amendment thereof.
- (6) **“Non-Voting Member”** means:
  - (a) a Temporary Member;
  - (b) an Honorary (Family) Member; or
  - (c) a Temporary (Sporting) Members.
- (7) **“Officer of the Club”** means a person who has been elected from time to time to occupy one of the offices of the Club described in Clause 64.
- (8) **“Pensioner”** means a person who has paid a reduce entrance fee under Clause 24(2);
- (9) **“Pensioner”** means prescribed from time to time by or under the Act, this Constitution, a by-law or a resolution of the Committee or of a general meeting of members.
- (10) **“Proceedings”** means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer of the Club or in the course of acting in connection with the affairs of the Club arising out of the Officer’s holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Club).
- (11) **“Seal”** means the common seal of the Club.
- (12) **“Secretary”** means the secretary for the time being of the Club.
- (13) **“Voting Member”** means:
  - (a) an Ordinary Member;
  - (b) an Honorary Life Member; or
  - (c) a Life Member.
- (14) Each of the provisions of the sections or sub-sections of the Act which would but for this Clause apply to the Club as a replaceable Clause within the meaning of the Act are displaced and do not apply to the Club.
- (15) The *Acts Interpretation Act, 1901 (Commonwealth)* shall apply in the interpretation of this Constitution as if it were in act of the Commonwealth.



- (16) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (17) Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

## **OBJECTS AND POWERS OF THE CLUB**

### **2. OBJECTS OF THE CLUB**

The objects of the Club (subject to Clause 5) are:-

- (1) To maintain and conduct a non-political non-sectarian sporting club with all the usual privileges, advantages, accommodation and facilities for the games and sports referred to in Sub-clause (2) together with facilities for debating, a reading room and library for use by members and visitors and with all proper powers for the maintenance of discipline within the Club.
- (2) To encourage and promote the playing of sport and games including bocce, golf, basketball, soccer, angling, billiards, chess, tennis and shooting and such other games and sports as the Committee from time to time determines to encourage or promote;
- (3) To support alone or jointly with any other club corporation or person any charitable cause in Victoria or elsewhere.
- (4) To promote establish organise alone or jointly with any other club corporation or person meetings competitions and exhibitions in respect of any sport or game and to accept or give prizes in respect thereof PROVIDED THAT no member of the Club shall receive any prize aware or distinction of monetary value except as a successful competitor at any competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said competition may be awarded to him or her.
- (5) To promote, support and organise, either alone or jointly with any other club corporation or person:
  - (a) lectures, classes or other functions of an educational, sporting or cultural nature for youth and for the general public; and
  - (b) concerts theatrical productions exhibitions and other entertainment for members and for the general public.
- (6) To provide, maintain and furnish premises, kitchens, lavatories, garage sheds and other convenience and facilities (including gambling and gaming machines) in connection therewith as in the opinion of the Committee may facilitate the attainment of these objects and encourage social intercourse between the members of the Club.

### **3. POWERS OF THE CLUB**

- (1) Subject to this Constitution the Club has the legal capacity and powers conferred by section 124 of the Act and, without limiting the generality of the foregoing, has the legal capacity and power to:
  - (a) establish, promote, assist in establishing or promoting, subscribe to or affiliate with or become a member of any other club or body whose objects are similar to the objects of the Club or the establishment of which may be beneficial to the Club;
  - (b) buy, prepare, make, supply, sell and deal in all kinds of refreshments required or used by members of the Club frequenting the premises of the Club and manage control and conduct premises licensed under the Liquor Act and to provide, either gratuitously or for a charge, entertainment for members of the Club and others of such nature as the Club shall from time to time see fit;
  - (c) apply to obtain a license or permit under the provisions of the Liquor Act from time to time in force in the State of Victoria and to hold maintain and renew any such license or permit and to hold such license or permit through a nominee as contemplated by the Liquor Act;
  - (d) sell or otherwise dispose of the whole Club and its assets as a going concern to a club or company the distribution of the income and property of which is restricted to an extent at least as great and in a manner similar to that in which the distribution of the income and property of the Club is by Clause 5 of this Constitution;
  - (e) amalgamate with a club or company, the distribution of the income and property of which is restricted to an extent at least as great and in a manner similar to that in which the distribution of the income and property of the Club is restricted by Clauses 4(4) and 5 of this Constitution.

### **4. MEMBERS HAVE LIMITED LIABILITY**

- (1) The Club is a company limited by Guarantee.
- (2) The liability of the members of the Club is limited.
- (3) Every Voting Member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up during the time while he or she is a Voting Member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceased to be a Voting Member of the costs and charges and expenses of winding up the same and for the adjustment of the rights of the contributions among themselves such amount as may be required not exceeding Fifty Dollars (\$50.00).
- (4) 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 among the members of the Club, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Club and whose constitution shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 5 of this Constitution to be determined by a meeting of members of the Club at or before the time

of dissolution and in default thereof by such Court as may have or acquire jurisdiction in the matter.

## **5. NO DISTRIBUTION TO MEMBERS**

- (1) Subject to Sub-clause (2), the income and property of the Club when so ever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to the members of the Club.
- (2) Subject to Sub-clause (3):
  - (a) no member of the Committee:
  - (b) shall be appointed to any salaried office of the Club or any office of the Club paid by fees;
  - (c) shall receive from the Club any remuneration or other benefit in money or moneys worth; and
  - (d) no person shall receive a greater profit, benefit or advantage from the Club than that received by every member thereof.
- (3) Nothing contained in Sub-clause (1) or (2) shall prevent the payment in good faith to any member of the Club including a member of the Committee in respect of:
  - (a) goods supplied by the member to or for the Club;
  - (b) interest not exceeding the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits on money borrowed from any member of the Club:
  - (c) out-of-pocket expenses;
  - (d) an honorarium approved by the members for work done by the Secretary, Treasurer or other Officer of the Club;
  - (e) salary or wages paid to employees; or
  - (f) reasonable or proper rent for premises demised or let by the member to the Club.

# **MEMBERS AND VISITORS**

## **GENERAL**

### **6. MEMBERS MUST BE OVER 18**

No person under eighteen (18) years of age shall be admitted as a member of the Club.

### **7. IDENTITY OF THE MEMBERS**

The members of the Club in each category of membership shall be:-

- (a) the persons who on the day prior to the AGM of the Club held in 2003 were

members of the Club in a corresponding category; and

- (b) any person who after the said day is elected to membership in that category of membership in accordance with the provisions of this Constitution.

## **VOTING MEMBERS**

### **8. ORDINARY MEMBERS**

- (1) Any person over the age of 18 years may be elected as an Ordinary Member of the Club.
- (2) The spouse (or a person who in the opinion of the Committee is a de-factor spouse) of an Ordinary Member, Honorary Life Member of the Club immediately before the Club's AGM in 2013 (and who was not already a member of the Club before said date) may be elected to Ordinary Membership of the Club with all the rights thereof and will not be required to pay the entrance fee prescribed in Clause 24 or any annual subscription.
- (3) The widow or widower of a deceased Ordinary Member, Honorary Life Member or Life Member may be elected to Ordinary Membership and will not be required to pay the entrance fee prescribed but will be required to pay an annual subscription. All existing members prior to the 2018 AGM will not be required to pay an annual subscription

### **9. HONORARY LIFE MEMBERS**

- (1) The number of Honorary Life Members shall not exceed ten (10).
- (2) Any Ordinary Member who has rendered outstanding service to the Club may, on the recommendation of the Committee, be elected as an Honorary Life Member by the members at the AGM as hereinafter provided.
- (3) A member elected as an Honorary Life Member shall be entitled to all the rights and privileges of an Ordinary Member without the payment of any further subscriptions for so long as he or she attends:-
  - (a) at the premises of the Club or at an official function of the Club at least twice in each year; and
  - (b) the AGM of the Club in each year after being elected as an Honorary Life Member (or in the event of not being able to attend the AGM, providing the Secretary with reasons in writing for such non-attendance no later than 3 business days before the AGM).
- (4) An Honorary Life Member who:-
  - (a) does not attend at the premises of the Club or at an official function of the Club at least twice in each year, reverts to being an Ordinary Member upon expiration of 12 months since his or her last such attendance; or
  - (b) does not attend the AGM of the Club in each year after being elected as an Honorary Life Member (or in the event of not being able to attend the AGM, fails to provide the Secretary with reasons in writing for such non-attendance no later than 3 business days before the AGM), reverts to being an Ordinary Member as and from the day after the AGM is held.

- (5) Nominations for election of any Ordinary Member as an Honorary Life Member may be made in the following manner:-
- (a) by a resolution of the Committee passed at a meeting held at least twenty-one (21) days before the date of the AGM at which two-thirds of the members of the Committee shall be given the name or names of Ordinary members whose nomination it is desired the Committee shall consider;
  - (b) by any twenty (20) members in writing, signed by the nominations and forwarded to the Committee at least twenty-eight (28) days before the date of the AGM for election as Honorary Life Member, but without any obligation to make any recommendation whatsoever.

## **10. LIFE MEMBERS**

- (1) Any Ordinary Member who has agreed to contribute the sum prescribed from time to time for the purposes of this Sub-clause may be elected by the Committee to be a Life Member.
- (2) An Ordinary Member elected as a Life Member shall, upon payment of the sum prescribed from time to time for the purposes of Sub-clause (1), be entitled to all the rights and privileges of an Ordinary Member for life without the payment of any further subscriptions.
- (3) An Ordinary Member who has contributed 10 years of voluntary service as a Committee member of the Club shall be bestowed Life Membership of the Club and shall be entitled to all of the rights of an Ordinary Member for life without the payment of any further subscriptions.

## **NON-VOTING MEMBERS**

### **11. TEMPORARY MEMBERS**

- (1) Persons over the age of eighteen (18) years who possess any of the following qualifications may be elected as Temporary Members of the Club:-
  - (a) The Italian Ambassador, Console and Trade Commissioners and their staff.
  - (b) Distinguished persons from Italy visiting or temporarily resident in Australia.
  - (c) Distinguished persons of the Australian community.
  - (d) The member of the Victorian and Australian Parliaments representing the State or Federal electorates in which the Club is situated.
  - (e) A Councillor of the Municipality in which the Club is situated.
  - (f) Any distinguished member of the community.
  - (g) Members of sporting teams attending the Club premises for the purposes of competing with sporting teams representing the Club.
- (2) The mode of election of Temporary Members shall be as follows:-
  - (a) Every candidate for Temporary Membership shall be proposed by two (2) Voting

Members in writing which is to be handed to the Secretary of the Club.

- (b) The Secretary shall then submit such nominations to an election committee which may consist of any two (2) members of the Committee who may then elect the person nominated as a Temporary Member if they think fit.
- (3) Any Temporary Member may be elected for any period not exceeding two (2) months or for any special occasions from the date of their election and shall be entitled to all the privileges of membership except as provided in this Constitution without payment of any subscription provided always that on the expiration of such period the Temporary Member may at the discretion of the election committee be elected for a further period or periods each such period not exceeding two (2) months or for any further special occasion.
- (4) The number of Temporary Members shall not exceed thirty (30).

## **12. ASSOCIATE MEMBERS**

- (1) Any person who was an Associate Member of the Club immediately before the Club's AGM in 2013 shall be deemed to be an Ordinary Member of the Club with effect from the date of the Club's AGM in 2013 without the need for payment of the entrance fee prescribed in Clause 24.
- (2) The category of Associate Membership shall cease with effect from the date of the Club's AGM in 2013 and the Club shall not accept any nominations for election to this category after the said date.

## **13. HONORARY (FAMILY) MEMBERS**

- (1) A person over the age of eighteen (18) years who is:-
  - (a) a spouse; or
  - (b) a person who in the opinion of the Committee is a de facto spouse- of a deceased Ordinary Member may become an Honorary (Family) Member.
- (2) Notwithstanding anything contained in this Constitution -
  - (a) A person qualified to be an Honorary (Family) Member may apply for Honorary (Family) Membership using a form approved by the Committee for that purpose and addressed to the Secretary whose decision in relation to that application shall be final; and
  - (b) An Honorary (Family) Member is not required to pay an entrance fee or an annual subscription.

## **14. TEMPORARY (SPORTING) MEMBERS**

- (1) A person who engages in a sporting event recognised or endorsed by the Club in which a team or individual representing the Club also engages may be elected to be a Temporary (Sporting) Member during the period the sporting event (including an awards ceremony held in connection with that sporting event) takes place.

- (2) Notwithstanding anything else contained in this Constitution:
  - (a) A person qualified to be a Temporary (Sporting) Member may apply for Temporary (Sporting) Membership using a form approved by the Committee for that purpose and addressed to the Secretary whose decision in relation to that application shall be final; and
  - (b) A Temporary (Sporting) Member is required to pay an entrance fee as determined by The Committee.

**14. (A) GAMING MEMBERS (CAESAR'S LOUNGE MEMBERS)**

- (1) Any person over the age of 18 years may be elected as a Gaming Member for the purposes of playing gaming machines provided that the Club holds a venue operators' license or such other license as shall from time to time be issued under the provisions of the *Gaming Machine Control Act 1991* or other legislation in force.
- (2) The Secretary shall keep a register upon the Club premises of Gaming Members containing the name and residential address of each Gaming Member.
- (3) A person who lives:
  - (a) within a 5km radius of the Club premises must apply for Gaming Membership;
  - (b) outside a 5km radius of the Club premises may apply for Gaming Membership or may alternatively attend the Club premises as an authorised gaming visitor under Clause 23 of this Constitution.
- (4) At all times whilst upon the premises of the Club a Gaming Member must:
  - (a) produce upon request his or her membership card;
  - (b) comply with any relevant Clauses of the Constitution and any by-laws made under it;
  - (c) comply with any reasonable request of the Secretary or a member of the Committee.
- (5) A Gaming Member is not required to pay an entrance fee or annual subscription.

**14. (B) TEMPORARY (SPORTING GROUP OR TEAM) MEMBERS**

- (1) A sporting group or team which engages in a sporting event recognised or endorsed by the Club may be elected to be a Temporary (Sporting Group or Team) Member during the period of the sporting event (including an awards ceremony held in connection with that sporting event) takes place.
- (2) Notwithstanding anything else contained in this Constitution:
  - (a) a team or group which is qualified to be a Temporary (Sporting Group or Team) Member may apply for such membership using a form approved by the Committee for that purpose and addressed to the Secretary whose decision in relation to that application shall be final; and
  - (b) a Temporary (Sporting Group or Team) Member is required to pay an entrance fee

as determined by The Committee.

## **PROPOSALS FOR AND ELECTION TO ORDINARY MEMBERSHIP**

### **15. CANDIDATES MUST BE PROPOSED**

Every candidate for Ordinary Membership of the Club shall be proposed by one and seconded by another Voting Member of the Club to both of whom the candidate must be personally known.

### **16. CANDIDATES TO BE INTERVIEWED**

- (1) Every candidate for Ordinary Membership shall be interviewed by at least two (2) members of the Committee before the Committee shall express in writing its approval of the proposed candidate.
- (2) If the Committee shall express in writing its approval of the proposed candidate then the proposer and the seconder and the proposed candidate shall sign an application in a form approved by the Committee from time to time and every application form shall state the full name and address of the candidate.
- (3) All questions on the application form relating to the candidate must be fully and truly answered by the proposer and seconder.

### **17. ELECTION TO MEMBERSHIP**

- (1) All Ordinary Members shall be elected by the Committee and all application forms for membership shall be kept by the Secretary.
- (2) The Secretary shall keep a record of the number of members of the Committee voting at each such election

### **18. PUBLICATION OF AND OBJECTION TO APPLICATIONS**

- (1) Every application form for Ordinary Membership shall contain the full name and address of the candidate and shall be posted in a conspicuous place in the Club premises accessible to members within seven (7) days of the receipt of the application form and shall remain so posted for a period of fourteen (14) days preceding the day on which such candidate comes up for election.
- (2) Every application form when submitted shall be accompanied by the relevant entrance fee and subscription.
- (3) Any objection to the nomination of a candidate for Ordinary Membership must be made in writing to the Secretary within seven (7) days of the posting of the application form as aforesaid.
- (4) The objector shall attend the meeting of the Committee at which the application shall be considered and shall state verbally to the Committee in camera the grounds for objection.
- (5) If such objector should fail to attend such objection shall forthwith be deemed to be withdrawn. The Committee shall give the objector not less than six (6) days notice of the



time and place of the Committee meeting at which the application is to be considered.

- (6) An interval of not less than fourteen (14) days shall elapse between nomination and election of Ordinary Members.
- (7) All elections to Ordinary Membership shall be subject to review within three (3) months from the date of election, and the Committee may at any time during that period cancel such election and determine the membership of the candidate elected, returning any subscription and entrance fee paid.
- (8) On the election of an Ordinary Member the Committee shall at once give him or her notice thereof and upon payment of subscription, if not already paid, he or she shall be enrolled on the register of members of the Club.
- (9) If the annual subscription is not paid within one (1) calendar month of the date of election to Ordinary Membership such election shall be void. The Committee shall have the power to hold the proposer and seconder of any candidate responsible for the candidate's first annual subscription and the proposer or seconder shall complete a form of indemnity for this purpose.

## **RIGHTS AND OBLIGATIONS OF MEMBERS**

### **19. MEMBERS RIGHTS**

- (1) Subject to the express provisions of this Constitution and to any by-laws, all members of the Club shall be entitled to use in common all the premises and property of the Club and to be supplied at such charges as the Committee shall from time to time fix refreshments and things as are provided for the use of its members.
- (2) Subject to Sub-clause (3), Non-Voting Members shall not -
  - (a) introduce a non-member to the Club premises;
  - (b) be entitled to be nominated or elected as members of the Committee or Officers of the Club;
  - (c) be entitled to take part in any discussion at any meeting of members or of the Committee of the Club without the permission of the chairman of that meeting;
  - (d) vote on any matter before a meeting or vote in any postal ballot;
  - (e) nominate any person as a candidate for membership of the Club;
  - (f) nominate a member for election as a member of the Club;
  - (g) nominate a member for election as a member of the Committee or Officer of the Club; or
  - (h) requisition or form part of the proportion of members required by the Act to requisition an extraordinary general meeting.

### **20. MEMBERSHIP MAY RESIGN**

- (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 annual subscription and all

arrears due and unpaid at the time of his resignation.

- (2) No member retiring or resigning from the Club or ceasing through any cause to be a member of the Club shall be entitled to have any claim upon any portion of property or assets of the Club.

## **21. OBLIGATIONS OF MEMBERS**

- (1) Every member shall communicate in writing to the Secretary of the Club any change in his or her address. All notices delivered at or posted to the address originally given by the member or as altered in accordance herewith, shall be deemed to have been duly given to the member.
- (2) Every member shall be deemed to agree to be bound by this Constitution and the by-laws of the Club for the time being and the payment of his or her annual subscription shall be conclusive evidence of such agreement.
- (3) The Club shall not be responsible for any debt or debts incurred by members to any employee of the Club.
- (4) No member will take away from the Club premises or deface, tear or injure any articles that are the property of the Club. Such member removing, breaking or in any way injuring any such article shall pay for same.
- (5) A member must not:
  - (a) refuse or neglect to comply with this Constitution or any by-law or resolution of a general meeting or of the Committee;
  - (b) engage in conduct unbecoming a member or prejudicial to the interests of the Club.

## **VISITORS**

### **22. VISITORS INTRODUCED BY MEMBERS**

- (1) Voting Members may with the approval of the Committee introduce visitors to the Club. The Committee may suspend or limit the admission of visitors to the Club on any occasion during any hours.
- (2) A Voting Member introducing a visitor shall be responsible for the conduct of such visitor while the visitor is on the Club premises and shall require such visitor to leave the Club premises immediately upon being requested to do so by a member of the Committee.
- (3) Not more than four (4) visitors shall be introduced by the same Voting Member on any one (1) day. These restrictions shall not apply to the wife, children or one lady friend of a male member nor to the husband, children or one gentleman friend of a female member.
- (4) The name and usual residential address of each visitor shall be entered in a visitors book provided by the Club and the Voting Member introducing the visitor shall sign his or her name and write his or her medallion or membership number opposite each such entry. Such entries in the visitors book shall not be required if the visitor is present for the purpose of attending a special function of the Club in respect of which the Club has obtained a limited license pursuant to the Liquor Act.

- (5) A visitor shall not be supplied with liquor unless he or she is in the presence of a Voting Member of the Club except at a function in respect of which the Club has obtained a limited license pursuant to the Liquor Act.
- (6) A visitor to the Club must not be supplied with liquor from the Club premises unless the visitor is -
  - (a) a guest in the company of a Voting Member of the Club;
  - (b) an authorised gaming visitor admitted in accordance with this Constitution; or
  - (c) present at an occasion or function in the Club premises in respect of which a limited license pursuant to the Liquor Act has issued authorising the sale and disposal of liquor to that visitor.

### **23. AUTHORISED GAMING VISITORS**

- (1) An authorised gaming visitor may be admitted to the Club premises being any person over the age of eighteen (18) years who is not otherwise a member of the Club or a visitor pursuant to Clause 22 for the purposes of playing gaming machines provided that the Club holds a venue operator's license or such other license as shall from time to time be issued under the provisions of the *Gaming Machine Control Act 1991* or other such legislation in force.
- (2) The Secretary shall keep a register upon the Club premises of authorised gaming visitors containing the name and residential address of each authorised gaming visitor admitted and the date of that admission.
- (3) An authorised gaming visitor shall be a person whose place of residence is more than five (5) kilometres from the Club premises and is not a person to whom the Committee has determined shall not be admitted.
- (4) At all times whilst upon the premises of the Club an authorised gaming visitor must:
  - (a) produce evidence of his or her residential address before being admitted to the Club premises or, whilst upon the Club premises provide such evidence of residential address upon request;
  - (b) carry identification at all times whilst on the Club premises;
  - (c) comply with any relevant Clauses of this Constitution and any by-laws made under it;
  - (d) comply with any reasonable request of the Secretary or a member of the Committee.

## **MEMBERSHIP FEES**

### **24. ENTRANCE FEES**

- (1) Ordinary Members upon acceptance to membership shall pay an entrance fee as determined by The Committee, which shall, when paid, become the property of the Club absolutely

- (2) Where the Committee is satisfied that a candidate for Ordinary Membership has had, as the major source of his or her income for not less than six (6) months prior to his or her application, a pension, payment or allowance pursuant to the *Social Security Act 1991 (Commonwealth)* or the *Veterans' Entitlements Act 1986 (Commonwealth)* the entrance fee payable by such a candidate shall be one half of the fee prescribed by or under this Clause (plus any GST applicable).
- (3) Children of Ordinary Members over the age of eighteen (18) years upon election to membership shall pay an entrance fee as determined by The Committee, which shall, when paid, become the property of the Club absolutely

## 25. ANNUAL SUBSCRIPTIONS

- (1) The annual subscriptions for each class of membership will determined from time to time by The Committee
- (2) The annual subscription shall be paid annually in advance on the first day of July in each year on which date the financial year of the Club shall be deemed to commence.
- (3) A person shall not-
  - (a) be admitted as an Honorary or Temporary Member of the Club;
  - (b) be exempted from the obligation to pay the subscription for Ordinary Membership of the Club-unless the person is of a class specified in this Constitution and the admission or exemption is in accordance with this Constitution.
- (4) All subscriptions shall be paid to the Secretary, who must issue an official receipt at the time of payment.
- (5) If any member fails to pay his subscription for any year within one (1) month of the same becoming due the Secretary shall notify him or her of the fact and if any member fails to pay his subscription for any year within three (3) months of the same becoming due he or she shall ipso facto cease to be a member of the Club, and his or her right of entry to the Club premises shall be forfeited subject only to his or her right to appeal to the next general meeting against such forfeiture of membership.
- (6) The Committee shall have the power to re-elect (in the manner hereinbefore provided) any member who has so ceased to be a member without such member being required to pay any further entrance fee upon payment by him or her of all subscriptions in arrears. The Committee or the Secretary shall have power to refuse to accept from any member a subscription which is overdue.
- (7) No member whose subscription is in arrears after the first day in August shall, while such subscription be in arrears, compete for any prizes or vote at any meeting or nominate any candidate for election as an Officer or member of the Club or member of the Committee.

## 26. INDEXATION OF MEMBERSHIP FEES

Entrance fees and annual subscriptions shall, unless otherwise varied by a resolution of members at the relevant AGM, be varied with effect from the day after the AGM in 2004 and each succeeding year in accordance with movements in the Consumer Price Index for Melbourne published by the Australian Bureau of Statistics for the preceding year ended 30 August rounded up to the next whole dollar.

## **DISCIPLINE**

### 27. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- (1) Subject to this Clause, if the Committee is of the opinion that a member has refused or neglected to comply with this Constitution or any by-law or resolution of a general meeting or of the Committee, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee may by resolution:
  - (a) formally caution or admonish the member;
  - (b) fine that member an amount not exceeding any amount prescribed in respect of the offence concerned, or if no amount is prescribed, \$500;
  - (c) suspend that member from membership of the Club for a specified period; or
  - (d) expel that member from the Club.
- (2) A resolution of the Committee under Sub-clause (1) does not take effect unless:
  - (a) at a meeting held in accordance with Sub-clause (3), the Committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Club under this Clause, the Club confirms the resolution in accordance with this Clause.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under Sub-clause (1) must be held not earlier than 7 days, and not later than 14 days, after notice has been given to the member in accordance with Sub-clause (4).
- (4) For the purposes of giving notice in accordance with Sub-clause (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 7 days and not later than 14 days after the notice has been given to that member;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he or she may do one or both of the following -
    - (i) attend that meeting; and
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and

- (e) informing the member that, if at that meeting, the Committee confirms a resolution made under Sub-clause (1)(d), he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under Sub-clause (1), the Committee must:
  - (a) give the member an opportunity to be heard;
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the Committee, the Committee confirms a resolution made under Sub-clause (1) (d), the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (7) If the Secretary receives a notice under Sub-clause (6), he or she must notify the Committee and the Committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Club convened under Sub-clause (7):
  - (a) no business other than the question of the appeal may be conducted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member must be given an opportunity to be heard; and
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) If, at the general meeting a majority of the members present and voting, at the general meeting, vote in favour of the resolution, then:
  - (a) the resolution is confirmed; and
  - (b) the member who gave notice under Sub-clause (6) must pay the expenses of calling and holding the meeting; and-
  - (c) in any other case, the resolution is revoked.
- (10) Notwithstanding any other provision of this Constitution, a person may not exercise any of the rights or privileges of membership conferred by this Constitution during any period in which his or her membership is suspended under this Clause.
- (11) An Honorary Life Member who is the subject of a resolution made under paragraph:-
  - (a) (a) or (b) of Sub-clause (1) which has taken effect as provided in this Clause shall thereupon revert to being an Ordinary Member;
  - (b) (c) of Sub-clause (1) which has taken effect as provided in this Clause shall after the period of suspension revert to being an Ordinary Member.

# MEETINGS OF THE CLUB'S MEMBERS

## **MEETINGS OF MEMBERS OF THE CLUB**

### **28. WHO MAY CALL MEETINGS OF MEMBERS**

Any member of the Committee may call a meeting of the Club's members.

### **29. CALLING OF GENERAL MEETING BY MEMBERS OF THE COMMITTEE WHEN REQUESTED BY MEMBERS**

- (1) The Committee must call and arrange to hold a general meeting on the request of:
  - (a) members with at least 5% of the votes that may be cast at the general meeting; or
  - (b) at least 100 members who are entitled to vote at the general meeting.
- (2) The request must:
  - (a) be in writing;
  - (b) state any resolution to be proposed at the meeting;
  - (c) be signed by the members making the request; and
  - (d) be given to the Club.
- (3) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (4) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club.
- (5) The Committee must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

### **30. FAILURE OF MEMBERS OF THE COMMITTEE TO CALL GENERAL MEETING**

- (1) Members who constitute more than 50% of the members who make a request under Clause 29 may call and arrange to hold a general meeting if the Committee do not do so within 21 days after the request is given to the Club.
- (2) The meeting 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 3 months after the request is given to the Club.
- (3) To call the meeting the members requesting the meeting may ask the Club under Clause 99 for a copy of the register of members. Despite Clause 99, the Club must give the members the copy of the register without charge.
- (4) The Club must pay the reasonable expenses the members incurred because the Committee failed to call and arrange to hold the meeting.

- (5) The Club may recover the amount of the expenses from the Committee. However, a member of the Committee is not liable for the amount if they prove that they took all reasonable steps to cause the Committee to comply with Clause 29. The members of the Committee who are liable are jointly and individually liable for the amount. If a member of the Committee who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees to, or remuneration of, the member of the Committee.

### **31. CALLING OF GENERAL MEETINGS BY MEMBERS**

- (1) Members with at least 5% of the votes that may be cast at a general meeting of the Club may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.
- (2) The meeting must be called in the same way - so far as is possible - in which general meetings of the Club may be called.
- (3) The percentage of votes that members have is to be worked out as at the midnight before the meeting is called.

### **32. AMOUNT OF NOTICE OF MEETINGS**

At least 21 days notice must be given of a meeting of the Club's members.

### **33. HOW NOTICE IS GIVEN**

- (1) The Club may give the notice of meeting to a member:
- (a) personally;
  - (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
  - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
- (2) A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

### **34. AUDITOR ENTITLED TO NOTICE AND OTHER COMMUNICATIONS**

The Club must give its auditor:

- (a) notice of a general meeting in the same way that a member of the Club is entitled to receive notice; and
- (b) any other communications relating to the general meeting that a member of the Club is entitled to receive.



### **35. CONTENTS OF NOTICE OF MEETINGS OF MEMBERS**

A notice of a meeting of the Club's members must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting-set out an intention to propose the special resolution and state the resolution; and
- (d) if a member is entitled to appoint a proxy-contain a statement setting that the member has a right to appoint another Voting Member of the Club as a proxy.

### **36. NOTICE OF ADJOURNED MEETINGS**

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

### **37. MEMBERS' RIGHTS TO PUT RESOLUTIONS ETC. AT GENERAL MEETINGS**

- (1) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
  - (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least 100 members who are entitled to vote at a general meeting.
- (2) The notice must:
  - (a) be in writing;
  - (b) set out the wording of the proposed resolution;
  - (c) be signed by the members proposing to move the resolution.
- (3) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- (4) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.

### **38. CLUB GIVING NOTICE OF MEMBERS' RESOLUTIONS**

- (1) If the Club has been given notice of a resolution under Clause 37, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
- (2) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- (3) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- (4) The members requesting the meeting are jointly and individually liable for the expenses

reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

- (5) The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
  - (b) if the members making the request are to bear the expenses of sending the notice out-unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

### **39. MEMBERS' STATEMENTS TO BE DISTRIBUTED**

- (1) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
  - (b) any other matter that may be properly considered at a general meeting.
- (2) The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
  - (b) at least 100 members who are entitled to vote at the meeting.
- (3) The request must be:
- (a) in writing;
  - (b) signed by the members making the request; and
  - (c) given to the Club.
- (4) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (5) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club.
- (6) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (7) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (8) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (9) The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
  - (b) if the members making the request are responsible for the expenses of the

distribution-unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

## **HOLDING MEETINGS OF MEMBERS**

### **40. PURPOSE**

A meeting of the Club's members must be held for a proper purpose.

### **41. TIME AND PLACE FOR MEETINGS OF MEMBERS**

A meeting of the Club's members must be held at a reasonable time and place.

### **42. TECHNOLOGY**

The Club may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

### **43. QUORUM**

- (1) The quorum for a meeting of the Club's members is 25 Voting Members and the quorum must be present at all times during the meeting.
- (2) A meeting of the Club's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the Committee specify. If the Committee do not specify 1 or more of those things, the meeting is adjourned to:
  - (a) if the date is not specified-the same day in the next week;
  - (b) if the time is not specified-the same time; and
  - (c) if the place is not specified-the same place.
- (3) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

### **44. CHAIRING MEETINGS OF MEMBERS**

- (1) The President shall preside as chairman at every general meeting of the Club, or if there is not a President or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the chairman or if a Vice-President is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
- (2) The chairman must adjourn a meeting of the Club's members if the members present with a majority of votes at the meeting agree or direct that the chairman must do so.

#### **45. AUDITOR'S RIGHTS TO BE HEARD AT GENERAL MEETINGS**

- (1) The Club's auditor is entitled to attend any general meeting of the Club.
- (2) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (3) The auditor is entitled to be heard even if:
  - (a) the auditor retires at the meeting; or
  - (b) the meeting passes a resolution to remove the auditor from office.
- (4) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

#### **46. ADJOURNMENT OF MEETINGS**

- (1) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (2) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### ***PROXIES***

#### **47. WHO CAN APPOINT A PROXY**

A member of the Club who is entitled to attend and cast a vote at a meeting of the Club's members may appoint a member, who must be a Voting Member, as the member's proxy to attend and vote for the member at the meeting.

#### **48. RIGHTS OF PROXIES**

- (1) A proxy appointed to attend and vote for a member has the same rights as the member:
  - (a) to speak at the meeting;
  - (b) to vote (but only to the extent allowed by the appointment); and
  - (c) join in a demand for a poll.
- (2) A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

**49. APPOINTING A PROXY**

- (1) An appointment of a proxy is valid if it is signed by the member of the Club making the appointment. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

<b>FRECCIA AZZURRA CLUB</b>
I, ..... of .....
being a member of the abovenamed Club, hereby appoint .....
..... of .....
or failing him or her, ..... of .....
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Club, to be held on the .....
day of ..... 2....., and at any adjournment thereof.
Signed this ..... day of ..... 2.....
This form is to be used in favour of/against the resolution. Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he or she thinks fit.)

- (2) An undated appointment is taken to have been dated on the day it is given to the Club.
- (3) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
  - (c) if the proxy is the chair, the proxy must vote on a poll, and must vote that way; and
  - (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- (4) Sub-clause (3) does not affect the way that a proxy can cast any vote he or she holds as a Voting Member.
- (5) An appointment does not have to be witnessed.
- (6) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

## **50. PROXY DOCUMENTS**

- (1) For an appointment of a proxy for a meeting of the Club's members to be effective, the following documents must be received by the Club at least 48 hours before the meeting:
  - (a) the proxy's appointment;
  - (b) if the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.
- (2) If a meeting of the Club's members has been adjourned, an appointment and any authority received by the Club at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- (3) The Club receives an appointment authority when it is received at any of the following:
  - (a) the Club's registered office;
  - (b) a fax number at the Club's registered office;
  - (c) a place, fax number or electronic address specified for the purpose in the notice of meeting.

## **51. VALIDITY OF PROXY VOTE**

Unless the Club has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the member is mentally incapacitated;
- (b) the member revokes the proxy's appointment; or
- (c) the member revokes the authority under which the proxy was appointed by a third party.

## **52. VOTING AT MEETINGS OF MEMBERS**

- (1) Each Voting Member of the Club has 1 vote, both on a show of hands and a poll.
- (2) The chairman has a casting vote, and also the vote he or she has in his or her capacity as a Voting Member.

## **53. OBJECTIONS TO RIGHT OF VOTE**

A challenge to a right to vote at a meeting of the Club's members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chairman, whose decision is final.

## **54. HOW VOTING IS CARRIED OUT**

- (1) A resolution put to the vote at a meeting of the Club's members must be decided on a show of hands unless a poll is demanded.

- (2) Before a vote is taken the chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (3) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.

#### **55. MATTERS ON WHICH A POLL MAY BE DEMANDED**

- (1) A poll may be demanded on any resolution other than:
  - (a) the election of the chairman of a meeting; or
  - (b) the adjournment of a meeting.
- (2) A demand for a poll may be withdrawn.

#### **56. WHEN A POLL IS EFFECTIVELY DEMANDED**

- (1) At a meeting of the Club's members, a poll may be demanded by:
  - (a) 3 members entitled to vote on the resolution; or
  - (b) the chairman.
- (2) The poll may be demanded:
  - (a) before a vote is taken;
  - (b) before the voting results on a show of hands are declared; or
  - (c) immediately after the voting results on a show of hands are declared.

#### **57. WHEN AND HOW POLLS MUST BE TAKEN**

A poll demanded on a matter other than the election of a chairman or the question of an adjournment must be taken when and in the manner the chairman directs.

### ***ANNUAL GENERAL MEETINGS***

#### **58. CLUB MUST HOLD AGM**

- (1) The Club must hold an AGM at least once in each calendar year and within 5 months after the end of its financial year.
- (2) An AGM is to be held in addition to any other meetings held by the Club in the year.

#### **59. BUSINESS OF AGM**

The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- (a) the consideration of the annual financial report, the Committee's report and the

auditor's report;

- (b) the election of members of the Committee;
- (c) the appointment of the auditor;
- (d) the fixing of the auditor's remuneration.

#### **60. QUESTIONS AND COMMENTS BY MEMBERS ON CLUB MANAGEMENT AT AGM**

The chairman of an AGM must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

#### **61. QUESTIONS BY MEMBERS OF AUDITORS AT AGM**

If the Club's auditor or their representative is at the meeting, the chairman of an AGM must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## **THE COMMITTEE**

### ***COMMITTEE OF MANAGEMENT***

#### **62. POWERS AND RESPONSIBILITIES OF THE COMMITTEE**

- (1) The affairs of the Club shall be managed by the Committee.
- (2) The Committee:
  - (a) shall control and manage the business and affairs of the Club;
  - (b) may, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by the Act or this Constitution to be exercised by general meetings of the members of the Club; and
  - (c) subject to this Constitution and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.

#### **63. COMPOSITION OF COMMITTEE**

The Committee shall consist of:

- (a) the Officers of the Club; and
- (b) four ordinary Committee members,
- (c) each of whom shall be elected at the AGM of the Club in each year.



#### **64. OFFICES OF THE CLUB**

- (1) The Offices of the Club shall be:
  - (a) President;
  - (b) two Vice-Presidents;
  - (c) Treasurer;
  - (d) Secretary;
  - (e) Assistant Treasurer; and
  - (f) Assistant Secretary.
- (2) The provisions of Clause 68, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the Offices of the Club referred to in Sub-clause (1).
- (3) Each Officer of the Club shall hold office until the AGM next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any Office of the Club referred to in Sub-clause (1), the Committee may appoint one of its members to the vacant Office and the member appointed may continue in such Office up to and including the conclusion of the AGM next following the date of the appointment.

#### **65. ORDINARY COMMITTEE MEMBERS**

- (1) Subject to these Clauses, each ordinary Committee member shall hold office in that capacity until the AGM next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary Committee member, the Committee may appoint a member of the Club to fill the vacancy and the member appointed shall hold office, subject to these Clauses, until the conclusion of the AGM next following the date of the appointment.

#### **66. WHO CAN BE A MEMBER OF THE COMMITTEE**

- (1) Only a member who has been a Voting Member of the Club for at least 12 continuous months before the holding of any election for the Committee may be elected as an ordinary member of the Committee.
- (2) A person who is disqualified from managing corporations under Part 2D.6 of the Act may only be appointed as a member of the Committee of the Club if the appointment is made with permission granted by ASIC under section 206F of the Act or leave granted by the Court under section 206G of the Act.
- (3) A Voting Member whose membership has at any time been suspended under Clause 27 may not be elected, or if elected, serve as a member of the Committee.
- (4) Only an ordinary member of the Committee who has served on the Committee for at least 12 continuous months since his or her election to the Committee is eligible for election to an Office of the Club.

## **67. CONSENT TO ACT AS COMMITTEE MEMBER**

- (1) The Club contravenes this Sub-clause if a person does not give the Club a signed consent to act as a member of the Committee before being appointed.
- (2) The Club must keep the consent.

## **68. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- (1) Nominations of candidates for election as Officers of the Club or as ordinary Committee Members must be:
  - (a) made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Club not less than 7 days before the date fixed for the holding of the AGM.
- (2) A candidate may only be nominated for one Office of the Club and/or as an ordinary Committee Member.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and the Committee shall fill up the remaining vacancy or vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot of Voting Members must be held.
- (6) The ballot for the election of Officers of the Club and ordinary Committee members must be conducted at the AGM in such manner as the Committee may direct.

## ***DISCLOSURE OF MATERIAL PERSONAL INTERESTS***

### **69. DUTY TO NOTIFY**

- (1) A member of the Committee who has a material personal interest in a matter that relates to the affairs of the Club must give the other members of the Committee notice of the interest unless Sub-clause (2) says otherwise.
- (2) The member of the Committee does not need to give notice of an interest under Sub-clause (1) if:
  - (a) the interest:
    - (i) arises because the Committee member is a member of the Club and is held in common with the other members of the Club;
    - (ii) arises in relation to the Committee member's remuneration as a member of the Committee;
    - (iii) relates to a contract the Club is proposing to enter into that is subject to

approval by the members and will not impose any obligation on the Club if it is not approved by the members;

- (iv) arises merely because the Committee member is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Club;
- (v) arises merely because the Committee member has a right of subrogation in relation to a guarantee or indemnity referred to in Sub-clause (iv);
- (vi) relates to a contract that insures, or would insure, the Committee member against liabilities the Committee member incurs as an Officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer);
- (vii) relates to any payment by the Club or a related body corporate in respect of an indemnity permitted under Clause 88 or any contract relating to such an indemnity; or
- (viii) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Committee member is a member of the Committee of the related body corporate;

(b) all the following conditions are satisfied:

- (i) the Committee member has already given notice of the nature and extent of the interest and its relation to the affairs of the Club under Sub-clause (1);
- (ii) if a person who was not a member of the Committee at the time when the notice under Sub-clause (1) was given is appointed as a member of the Committee-the notice is given to that person;
- (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or

(c) the Committee member has given a standing notice of the nature and extent of the interest under Clause 71 and the notice is still effective in relation to the interest.

(3) The notice required by Sub-clause (1) must:

(a) give details of:

- (i) the nature and extent of the interest; and
- (ii) the relation of the interest to the affairs of the Club; and

(b) be given at a meeting of the Committee as soon as practicable after the Committee member becomes aware of their interest in the matter.

(4) The details must be recorded in the minutes of the meeting.

## **70. EFFECT OF CONTRAVENTION BY COMMITTEE MEMBER**

A contravention of Clause 69 by a member of the Committee does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

**71. COMMITTEE MEMBER MAY GIVE OTHER MEMBERS OF THE COMMITTEE STANDING NOTICE ABOUT AN INTEREST**

- (1) A member of the Committee who has an interest in a matter may give the other members of the Committee standing notice of the nature and extent of the interest in the matter in accordance with Sub-clause (2). The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given.
- (2) The notice under Sub-clause (1) must:
  - (a) give details of the nature and extent of the interest; and
  - (b) be given:
    - (i) at a meeting of the Committee (either orally or in writing); or
    - (ii) to the other members of the Committee individually in writing.
- (3) The standing notice is given under Sub-clause (2)(b)(ii) when it has been given to every Committee member.

**72. NOTICE MUST BE TABLED AT MEETING**

If the standing notice is given to the other members of the Committee individually in writing, it must be tabled at the next meeting of the Committee after it is given.

**73. INTEREST MUST BE RECORDED IN MINUTES**

The Committee member must ensure that the nature and extent of the interest disclosed in the standing notice is recorded in the minutes of the meeting at which the standing notice is given or tabled.

**74. DATES OF EFFECT AND EXPIRY OF STANDING NOTICE**

- (1) The standing notice:
  - (a) takes effect as soon as it is given; and
  - (b) ceases to have effect if a person who was not a member of the Committee at the time when the notice was given is appointed as a member of the Committee.
- (2) A standing notice that ceases to have effect under Sub-clause (1)(b) commences to have effect again if it is given to the person referred to in that Sub-clause.

**75. EFFECT OF MATERIAL INCREASE IN NATURE OR EXTENT OF INTEREST**

The standing notice ceases to have effect in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.

## **76. EFFECT OF CONTRAVENTION BY COMMITTEE MEMBER**

A contravention of Clauses 71 to 75 by a member of the Committee does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

## **77. RESTRICTION ON VOTING AND BEING PRESENT**

- (1) A member of the Committee who has a material personal interest in a matter that is being considered at a meeting of the Committee must not:
  - (a) be present while the matter is being considered at the meeting; or
  - (b) vote on the matter.
- (2) Sub-clause (1) does not apply if:
  - (a) Sub-clause (3) or (4) allows the Committee member to be present; or
  - (b) the interest does not need to be disclosed under Clause 69(2).
- (3) The Committee member may be present and vote if members of the Committee who do not have a material personal interest in the matter have passed a resolution that:
  - (a) identifies the Committee member, the nature and extent of the Committee member's interest in the matter and its relation to the affairs of the Club; and
  - (b) states that those members of the Committee are satisfied that the interest should not disqualify the Committee member from voting or being present.
- (4) The Committee member may be present and vote if they are so entitled under a declaration or order made by ASIC under section 196 of the Act.
- (5) If there are not enough members of the Committee to form a quorum for a meeting of the Committee because of Sub-clause (1), 1 or more of the members of the Committee (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.
- (6) A contravention by a member of the Committee of:
  - (a) this Clause; or
  - (b) a condition attached to a declaration or order made by ASIC under section 196 of the Act -does not affect the validity of any resolution.

## **78. EFFECTIVENESS OF ACTS BY MEMBERS OF THE COMMITTEE**

- (1) An act done by a member of the Committee is effective even if their appointment, or the continuance of their appointment, is invalid because the Club or a Committee member did not comply with this Constitution or any provision of the Act.
- (2) Sub-clause (1) does not deal with the question whether an effective act by a member of the Committee:
  - (a) binds the Club in its dealings with other people; or

- (b) makes the Club liable to another person.

## **RESIGNATION, RETIREMENT OR REMOVAL OF MEMBERS OF THE COMMITTEE**

### **79. VACANCIES**

- (1) The office of an Officer of the Club, or of an ordinary Committee member, becomes vacant if the Officer of the Club or ordinary Committee member-
  - (a) ceases to be a member of the Club;
  - (b) has his or her membership suspended under Clause 27;
  - (c) is removed from office under Clause 80;
  - (d) becomes an insolvent under administration within the meaning of the Act; or
  - (e) resigns from office by notice in writing given to the Club at its registered office.

### **80. REMOVAL BY MEMBERS**

- (1) The Club may by resolution remove a member of the Committee from office despite anything in:
  - (a) this Constitution;
  - (b) an agreement between the Club and the Committee member; or
  - (c) an agreement between any or all members of the Club and the Committee member.
- (2) Notice of intention to move the resolution must be given to the Club at least 2 months before the meeting is to be held. However, if the Club calls a meeting after the notice of intention is given under this Sub-clause, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.
- (3) The Club must give the Committee member a copy of the notice as soon as practicable after it is received.
- (4) The Committee member is entitled to put their case to members of the Club by:
  - (a) giving the Club a written statement for circulation to members; and
  - (b) speaking to the motion at the meeting.
- (5) The written statement is to be circulated by the Club to members of the Club by:
  - (a) sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
  - (b) if there is not time to comply with paragraph (a) -  
having the statement distributed to members attending the meeting and read out at the meeting before the resolution is voted on.
- (6) The Committee member's statement does not have to be circulated to members if it is

more than 1,000 words long or defamatory.

(7) If a person is appointed to replace a member of the Committee removed under this Clause, the time at which:

- (a) the replacement Committee member; or
- (b) any other Committee member-

is to retire is to be worked out as if the replacement Committee member had become Committee member on the day on which the replaced Committee member was last appointed a member of the Committee.

### **81. COMMITTEE MEMBER CANNOT BE REMOVED BY OTHER MEMBERS OF THE COMMITTEE**

A resolution, request or notice of any or all of the members of the Committee is void to the extent that it purports to:

- (a) remove a member of the Committee from their office; or
- (b) requires a member of the Committee to vacate their office.

## ***MEETINGS OF THE COMMITTEE***

### **82. RESOLUTIONS AND DECLARATIONS WITHOUT MEETINGS**

- (1) The Committee may pass a resolution without a Committee meeting being held if all the members of the Committee 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.
- (2) Separate copies of a document may be used for signing by members of the Committee if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Committee member signs.

### **83. CALLING MEETING OF THE COMMITTEE**

A meeting of the Committee may be called by any member of the Committee giving reasonable notice individually to every other Committee member.

### **84. USE OF TECHNOLOGY**

A meeting of the Committee may be called or held using any technology consented to by all the members of the Committee. The consent may be a standing one. A member of the Committee may only withdraw their consent within a reasonable period before the meeting.

### **85. CHAIRING MEETING OF THE COMMITTEE**

The President shall preside as chairman at every meeting of the Committee, or if there is no President, or he or she declines to act or is not present within ten (10) minutes after the time appointed for holding the meeting or is absent or declines to act for part of the

meeting, a Vice President shall be chairman or if no Vice President is present or agrees to act at the meeting or part meeting then the members of the Committee may choose one of their number to be chairman of the meeting or part meeting.

#### **86. QUORUM AT MEETING OF THE COMMITTEE**

Unless the Committee determine otherwise, the quorum for a meeting of the Committee is 6 members of the Committee or such greater number of members of the Committee as the Committee determines from time to time and the quorum must be present at all times during the meeting.

#### **87. PASSING OF RESOLUTIONS**

- (1) A resolution of the Committee must be passed by a majority of the votes cast by members of the Committee entitled to vote on the resolution.
- (2) The chairman has a casting vote if necessary in addition to any vote he or she has in his or her capacity as a member of the Committee.

## **FINANCE AND ACCOUNTS**

#### **88. INDEMNITIES**

- (1) To the extent permitted by the Act:-
  - (a) The Club indemnifies every person who is or has been an Officer of the Club (or of a wholly-owned subsidiary of the Club) against legal costs incurred in defending an action for a liability incurred as an Officer of the Club (or of a wholly-owned subsidiary of the Club) except where the costs are incurred:-
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under the Act; or
    - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
    - (iii) in connection with proceedings for relief to the Officer of the Club under the Act in which the Court denies the relief.
  - (b) The Club indemnifies every person who is or has been an Officer of the Club against any liability incurred by the person, as an Officer of the Club to another person (other than the Club or a related body corporate of the Club) unless the liability arises out of conduct involving a lack of good faith.
- (2) In this Clause and in Clause 0 "**Officer**" has the same meaning as in section 9 of the Act.



## **89. INSURANCE**

The Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Club or of a subsidiary of the Club against a liability:-

- (a) incurred by the person in his or her capacity as an Officer of the Club or in the course of acting in connection with the affairs of the Club or otherwise arising out of the Officer's holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 182 or 183 of the Act; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

## **ACCOUNTS AND AUDIT**

### **90. ACCOUNTS AND AUDIT**

- (1) True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt or expenditure takes place and of the property credits and liabilities of the Club.
- (2) The Committee shall from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members.
- (3) Any member who wishes to sight any financial document of the Club shall first seek the Committee's permission who shall be entitled to refuse such permission unless the member is a qualified Accountant or is in the company of a suitably qualified person and such financial documentation is only to be inspected at and not to be removed from the Club premises.
- (4) The Committee shall cause to be made out and laid before each AGM a Balance Sheet and Profit and Loss Account made up to date not more than six (6) months before the date of the meeting.
- (5) Once at least in every year the accounts of the Club shall be examined and a Balance Sheet and Profit and Loss Account prepared and the correctness of the accounts, Balance Sheet and Profit and Loss Account ascertained by one or more properly qualified auditors who shall report to the members in accordance with the provisions of the Act and this Constitution.
- (6) At the AGM and thereafter as the position becomes vacant one (1) or more auditors shall be appointed as Auditor. An auditor shall not be appointed unless he or she is a Registered Companies Auditor. At the same time as the appointment is made remuneration for the Auditors for the ensuing twelve (12) months shall be fixed;
- (7) Any vacancy in the position of Auditor during the year shall be filled by the Committee;
- (8) The Auditors shall have access at all times to the Finance Book, Accounts and Vouchers of the Club and shall be entitled to require from the Officers of the Club such information, or explanations as they may deem necessary for the performance of their duties;
- (9) The Auditors shall also present a report, which shall be placed on the Club Notice Board

before the AGM and be tabled at the AGM.

## **BORROWINGS**

### **91. POWER TO BORROW MONEY**

The Committee may, with the consent of members at a general meeting, issue debentures, stocks, bonds or obligation of the Club at any time in any form and manner and for any amount including a power to restrict the transfer or assignment thereof or of any of them and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgages or charge of all or any of such property or without any security or otherwise as they may think fit.

## **OFFICERS EXPENSES**

### **92. EXPENSES OF MEMBER OF THE COMMITTEE**

The Club may, subject to the Act, pay the travelling and other expenses members of the Committee properly incur:

- (a) in attending meetings of the Committee or any meetings of sub-committees of members of the Committee;
- (b) in attending any general meetings of the Club; and
- (c) in connection with the Club's business.

# **ADMINISTRATION**

## **MINUTES AND MEMBERS' ACCESS TO MINUTES**

### **93. MINUTES**

- (1) The Club must keep minute books in which it records within 1 month:
  - (a) proceedings and resolutions of meetings of the Club's members;
  - (b) proceedings and resolutions of meetings of the Committee (including meetings of a sub-committee of members of the Committee);
  - (c) resolutions passed by members without a meeting; and
  - (d) resolutions passed by members of the Committee without a meeting.
- (2) The Club must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
  - (a) the chairman of the meeting;
  - (b) the chairman of the next meeting.
- (3) The Club must ensure that minutes of the passing of a resolution without a meeting are

signed by a member of the Committee within a reasonable time after the resolution is passed.

- (4) The Club must keep its minute books at its registered office.

#### **94. MEMBERS' ACCESS TO MINUTES**

- (1) The Club must ensure that the minute books for the meetings of its members and for resolutions of members passed without meetings are open for inspection by members free of charge.
- (2) A member of the Club may ask the Club in writing for a copy of:
- (a) any minutes of a general meeting of the Club's members or an extract of the minutes; or
  - (b) any minutes of a resolution passed by members without a meeting.
- (3) If the Club does not require the member to pay for the copy, the Club must send it:
- (a) within 14 days after the member asks for it; or
  - (b) within any longer period that ASIC approves.
- (4) If the Club requires payment for the copy, the Club must send it:
- (a) within 14 days after the Club receives the payment; or
  - (b) within any longer period that ASIC approves.
- (5) The amount of any payment the Club requires cannot exceed the prescribed amount.

### **REGISTERS**

#### **95. REGISTERS TO BE MAINTAINED**

- (1) The Club must maintain:
- (a) a register of members; and
  - (b) a register of debenture holders.
- (2) For the purposes of this Constitution, choses in action (including an undertaking) that fall into one of the exceptions in clauses (a), (b), (e) and (f) of the definition of debenture in section 9 of the Act must also be entered into the register of debenture holders.

#### **96. REGISTER OF MEMBERS**

- (1) The register of members must contain the following information about each member:
- (a) the member's name and address;
  - (b) the date on which the entry of the member's name in the register is made.
- (2) The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found.

A separate index need not be included if the register itself is kept in a form that operates effectively as an index.

#### **97. REGISTER OF DEBENTURE HOLDERS**

- (1) The register of debenture holders must contain the following information about each holder of a debenture:
  - (a) the debenture holder's name and address;
  - (b) the amount of the debentures held

#### **98. LOCATION OF REGISTERS**

A register kept under Clause 96 or 97 must be kept at the Club's registered office.

#### **99. RIGHT TO INSPECT AND GET COPIES**

The Club shall allow Voting Members to inspect a register kept under this Constitution on the terms and subject to the limitations governing such access as are contained from time to time in the Act

### ***EXECUTION OF DOCUMENTS***

#### **100. EXECUTION UNDER SEAL**

- (1) The Club may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- (2) If the Club has a seal the Committee shall provide for the safe custody of the Seal.
- (3) The Seal shall be used only by the authority of the Committee, or of a sub-committee of the Committee authorised by the Committee to authorise the use of the Seal.
- (4) The Club may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:-
  - (a) two members of the Committee;
  - (b) one Committee member and the Secretary; or
  - (c) one Committee member and another person appointed by the Committee for that purpose.
- (5) The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

#### **101. OTHER MODES OF EXECUTION**

- (1) The Club may execute a document without using a seal if the document is signed by:-
  - (a) two members of the Committee; or

- (b) one Committee member and the Secretary; or
  - (c) one Committee member and another person appointed by the Committee for that purpose;
- (2) The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

## **102. NOTICES**

- (1) A notice may be given by the Club to any member either:-
- (a) by serving it on him or her personally;
  - (b) by sending it by post to him or her at his or her address as shown in the register of members or the address supplied by him or her to the Club for the giving of notices to him or her; or
  - (c) by sending it by facsimile transmission to a facsimile number or e-mail address supplied by the member to the Club for the giving of notices to the member.
- (2) Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (3) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by the Club of a transmission report confirming successful transmission.
- (4) Where a notice is sent by e-mail, service of the notice shall be deemed to be effected at the time of successful transmission.

# **GENERAL**

## **103. RECIPROCAL ARRANGEMENTS**

The Committee shall have power to make arrangements for a reciprocal concession for members with other Clubs on such terms and conditions as the Committee may decide.

## **104. COMPLAINTS**

All complaints must be made in writing to the Secretary in order that they may be submitted to the Committee and need not be attended to unless this form is complied with.

## **105. LIQUOR**

- (1) The register of members shall be open at any time to the inspection of the Licensing Inspector in whose division the Club premises are situated, any authorised member of the Police Force and any Supervisor of licensed premises.

- (2) No member is permitted to make a betting book in the Club. Gambling games of hazard and betting of any description are not permitted and dice shall not be used at the Club's premises.
- (3) No notice or placards of any description shall be exhibited on the walls or any part of the Club premises without the authority of the Secretary or a member of the Committee.
- (4) No liquor shall be sold or supplied to any person under eighteen (18) years of age except where such person is accompanied by a parent, spouse or legal guardian and the liquor supplied for consumption as part of a meal supplied on the Club premises.
- (5) No payment or part payment shall be made to any Secretary, or other Officer or servant of the Club by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (6) No liquor shall be sold or supplied for consumption elsewhere than on the premises of the Club unless such liquor is removed from the Club premises by the member purchasing the same.
- (7) No persons under eighteen (18) years of age except persons who are being trained as waiters and are not permitted to serve behind the bar shall be employed.
- (8) Not more than 650 persons shall be permitted on the Club premises at any one time.
- (9) While and so long as the Club is licensed under the Liquor Act no alteration or variation of this Constitution shall have effect unless and until such alteration or variation has been approved under the Liquor Act.
- (10) While and so long as the Club is licensed under the Liquor Act the Secretary of the Club shall, within one (1) month from the making of any amendment or alteration in these Clauses, forward to the Director of Liquor Licensing a certified copy of every such amendment or alteration.

#### **106. CHANGE OF CONSTITUTION**

This Constitution or a provision of this Constitution shall not be modified or repealed unless:-

- (a) a special resolution so modifying or repealing it is passed at a meeting of the Club and such resolution has been passed by at least 75% of the votes cast by members entitled so to vote who vote on the resolution;
- (b) not less than twenty-one (21) days notice specifying the intention to propose the resolution as a special resolution and setting out the proposed modification or repeal has been given to members.

## **BY-LAWS**

#### **107. BY-LAWS**

- (1) The Committee is empowered to make repeal and amend such by-laws not inconsistent with the Act or this Constitution as they may from time to time consider necessary for the well-being of the Club and in particular but not exclusively it may by such by-laws regulate

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- (a) the terms and conditions upon which visitors shall be permitted to use the premises and property of the Club;
  - (b) the times of opening and closing the grounds, Clubhouse and premises of the Club or any part thereof;
  - (c) the clauses to be observed and prizes or stakes to be played for by members of the Club playing any games on the premises of the Club excepting where a special sub-committee is formed for control of the activity or sport concerned;
  - (d) the prohibition of particular games on the premises of the Club entirely or at any particular time or times;
  - (e) the conduct of members of the Club in relation to one another and to the Club's servants;
  - (f) the setting aside of any part or parts of the Club's premises for visitors of members at any particular time or times or for any particular purpose or purposes;
  - (g) the imposition of fines not exceeding \$500 for the breach of any by-law or provision of this Constitution;
  - (h) the procedure at general meetings and meetings of the Club;
  - (i) and generally all such matters as are commonly the subject matter of the Club clauses.
- (2) The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Club all such by-laws amendments and repeals and all such by-laws so long as they shall be in force shall be binding upon all members of the Club.
- (3) Any by-laws may be set aside by a special resolution of a general meeting of the Club.
- (4) Affixing to the Club Notice Board for twenty-one (21) clear days notice of proposed amendments and repeals of by-laws shall constitute sufficient means in accordance with Sub-clause (2).