

I, Wayne Mar, Chief Executive Officer of Merrylands RSL Club Ltd, certify that this and the following 26 pages is a true and correct copy of the Constitution of the Club as adopted by special resolution passed at a Special General Meeting of the Club held on 5 October 2025.

.....
Wayne Mar, CEO

.....
Date

MERRYLANDS R.S.L. CLUB LIMITED
ACN 000 926 358

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CORPORATIONS ACT 2001

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

CONSTITUTION

of

MERRYLANDS R.S.L. CLUB LIMITED

ACN 000 926 358

NAME

1. The name of the company is "Merrylands R.S.L. Club Limited".

DEFINITIONS

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

"the Act" means the Corporations Act 2001.

"Australian Defence Force" includes the armed forces of the Commonwealth, however described.

"Authorised Person" has the meaning given by the Liquor Act.

"Authority" means the Independent, Liquor & Gaming Authority, or any authority which replaces it or exercises its functions.

"the Board" means the members for the time being of the Board of Directors of the Club.

"business day" means any day except Saturday, Sunday or a public holiday in NSW.

"By-Laws" mean and include rules.

"the Club" means the abovenamed Company.

"the Club's premises" or the "premises of the Club" mean the premises to which a Club Licence relates.

"Club Licence" means a licence held by the Club under section 10 of the Liquor Act.

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

"Constitution" means this constitution of the Club and includes Rules.

"Director" means a member of the Board.

"Executive" means the President and any Vice President.

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

"Liquor Act" means the Liquor Act 2007.

"officer" has the same meaning as in the Act.

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

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

"Provisional member" means any person who has lodged with the Secretary an application form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the application form, and is awaiting the decision of the Board or election committee in relation to that person's application for Ordinary membership of the Club.

"Registered Clubs Act" means the Registered Clubs Act 1976.

"RSL or Services Club" means:

- (i) an RSL, Services, Ex-services, Memorial, Legion or other similar club that is a registered club; or
- (ii) a registered club that has objects similar to, or that amalgamated with, a club of the kind referred to in paragraph (i).

"RSL" means the Returned & Services League of Australia.

"Secretary" means the Secretary of the Club who will also be the Chief Executive Officer of the Club.

"Senior Employee" means the senior employee on duty.

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

"State Branch" means the RSL NSW.

"Sub-Branch" means Merrylands Sub-Branch of the State Branch.

(b) A member will be deemed to be an unfinancial member if:

- (i) at the expiration of 30 days from the due date their subscription or any part thereof payable on that date remains unpaid; or
- (ii) any money (other than the subscription) owing by them to the Club has remained unpaid at the expiration of 30 days from service on them of a notice from the Club requiring payment thereof; and

in either case they will be and remain unfinancial until payment in full of the amount owing.

3. In this Constitution, the following rules of interpretation apply unless the context requires otherwise
 - (a) headings are for convenience only and do not affect interpretation;
 - (b) the singular includes the plural and conversely;
 - (c) a gender includes any gender;
 - (d) if a word or phrase is defined, then its other grammatical forms have a corresponding meaning;
 - (e) a reference to legislation includes but is not limited to a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument under it;
 - (f) a reference to writing includes any mode of representing and reproducing words, figures, drawings or symbols in a visible form; and
 - (g) a reference to a 'month' means a calendar month.

INTERPRETATION

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

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" in the Act are hereby excluded and will not apply to the Club except insofar as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7. (a) The Club will be a non-proprietary Club.
(b) Subject to the provisions of Section 10(6) 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 (as defined by the Registered Clubs Act) unless the benefit is not in the form of money, cheque or promissory note and is the subject of a current authorisation given by a General Meeting of members prior to the benefit being provided.
(c) Subject to the provisions of Section 10 (1)(j) and 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 ownership or occupation of the premises of the Club.
(d) The Secretary or any 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:
(i) 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; or

- (ii) the keeping or operation of approved gaming machines in the Club's premises.

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

(b) Subject to Rule 13, any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed amongst the members of the Club by way of dividend, bonus or otherwise by way of profit to any member.

9. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member or the guest of a member who is on the Club's premises on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a Club Licence 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 eighteen (18) years.

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

OBJECTS

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

- (a) To provide for members and for members' guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting, musical and educational activities and other social amenities.
- (b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Merrylands R.S.L. Sub-Branch Club and carry on the functions and objects of that association or club.
- (c) To purchase, lease, licence or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (d) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof.
- (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (f) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.
- (g) In furtherance of the objects of the Club, to apply for and obtain and hold a certificate of registration or licence under the Registered Clubs Act or any other law, and for such purpose to appoint if necessary or desirable a Secretary to act as the licensee and hold the certificate of registration or licence on behalf of the Club.

- (h) In furtherance of the objects of the Club, to obtain and hold any licence or permit necessary to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes, and of all kinds of goods and services required, used or desired by members.
- (i) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
- (j) To commemorate ANZAC Day and Remembrance Day and to recite the Ode to the Fallen on each day the Club is open for trade.
- (k) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (l) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (m) To do all such acts, deeds, matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

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

11. The income and property of the Club must be applied solely towards the promotion of the objects of the Club and no part is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club.
12. Subject to Rule 13, no Director or member of any committee of the Club will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a Director or member of that committee.
13. Nothing in this Constitution prevents the payment in good faith:
 - (a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
 - (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
 - (c) of remuneration to any officers or employees of the Club or to any member in return for services actually rendered to the Club;
 - (d) for goods supplied to the Club; or
 - (e) of rent for premises leased to the Club.

WINDING UP

14. The liability of the members of the Club is limited.
15. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that they are a member, or within one (1) year

thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease 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 contributors among themselves, such amount as may be required, not exceeding Five Dollars (\$5).

16. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to:
 - (a) the Sub-Branch; or
 - (b) if the Sub-Branch does not exist at that time, to an institution or institutions determined by the members at or before the time of such winding up or dissolution, provided each such institution at that time:
 - (i) has similar objects to the Club; and
 - (ii) restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this Constitution.
17. If effect cannot be given to Rule 16, then the remaining property shall be given or transferred to some charitable object determined by the members at or before the time of such winding up or dissolution.
18. If the members do not make a determination under Rule 16(b) or Rule 17, then the institution(s) or charitable object may be determined by a Court with jurisdiction.

CATEGORIES OF MEMBERSHIP

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

CLASSES OF ORDINARY MEMBERSHIP

- 20A Those persons who were financial full members of the Umina Beach Bowling Club Limited, and whose names were entered in the Register of Members of Umina Beach Bowling Club Limited, on the date of conditional approval by the Licensing Court of New South Wales of the amalgamation of Merrylands R S L Club Limited and Umina Beach Bowling Club Limited shall, for the purposes of the Registered Clubs Act, be identified in the Register of Members of Merrylands R S L Club Limited as 'Umina Beach members'.
20. Unless and until otherwise determined by the Board, the Ordinary membership of the Club shall consist of the following classes:
 - (a) RSL Members
 - (b) Associate Members
21. All categories of membership of the Club shall be open to a person of any gender.
22. A majority of Full members of the Club must at all times have the right to vote at the election of the Board.

RIGHTS OF MEMBERS

23. Subject to Rule 8(a), members shall have the following rights to participate in the management of the Club:

- (a) Financial RSL Members and RSL Life Members shall be entitled to:
 - (i) propose or second a candidate or candidates for election to the Board of Directors;
 - (ii) stand for election to the Board of Directors, but in the case of Financial RSL Members and RSL Life Members elected after the conclusion of the 2020 Annual General Meeting, only if they have been a member of the Club for a period of at least five (5) consecutive years immediately prior to the time of the nomination;
 - (iii) vote upon the election of the Board of Directors;
 - (iv) subject to Rule 92, vote upon any resolution at the Annual General Meeting or a General Meeting.
- (b) Financial Associate Members and Associate Life Members are entitled to:
 - (i) propose or second a candidate or candidates for election to the Board of Directors, but only if the member proposing or seconding has been a member of the Club for a period of at least five (5) consecutive years immediately prior to the date of nomination;
 - (ii) stand for election to the Board of Directors, but only if the member has been a member of the Club for a period of at least five (5) consecutive years immediately prior to the nomination;
 - (iii) subject to Rule 92, vote upon any resolution at the Annual General Meeting or a General Meeting, but only if the member has been a member of the Club for a period of at least five (5) consecutive years prior to the date of the meeting; and
 - (iv) vote upon the election of the Board of Directors.
- (c) All members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises, or any other property owned or occupied by the Club, of any member or other person (either with or without that member's or person's agreement) in accordance with:
 - (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible conduct of gaming policy (as adopted and amended by the Board from time to time).

ELIGIBILITY FOR ELECTION TO VARIOUS CLASSES OF MEMBERSHIP

24. The requirement for eligibility of persons for election to the following classes of membership shall be:

- (a) RSL Members

An RSL Member shall be any person who has obtained the age of eighteen (18) years and who is an active member of the Sub Branch (as defined by the State Branch) and who has made application for membership of the Club in accordance with this Constitution and By-Laws and has been duly elected.

(b) Associate Members

An Associate Member shall be:

- (i) any person who has obtained the age of eighteen (18) years and who is an Ex-Serviceperson and who has made application for membership of the Club in accordance with this Constitution and has been duly elected; or
- (ii) any other person who has obtained the age of eighteen (18) years and who has made application for membership of the Club in accordance with this Constitution and has been duly elected.

25. The rights of RSL Members, Associate Members, RSL Life Members and Associate Life Members to use the facilities of the Club shall be that these members are entitled to all the social privileges and advantages for which the Club is established.

LIFE MEMBERSHIP

26. (a) Life membership may be conferred upon any Ordinary member who has rendered outstanding service to the Club. Such service is to consist of at least fifteen (15) years continuous service as a member of the Club, of which at least ten (10) years, not necessarily continuous, is to be considered outstanding honorary service to the Club and members. To be eligible for Life membership a member must be nominated by a Full member and seconded by another Full member. The nomination shall then be forwarded to the Board for approval. Voting by the Board shall be by secret ballot and will require 75% majority of those Directors present and voting for the nomination to be approved.

(b) If such nomination is approved by the Board the nomination shall be then referred to the next Annual General Meeting of the Club and if such nomination is approved at such Annual General Meeting, the person nominated shall be either an RSL Life Member or an Associate Life Member (as the case may be depending on their current class of Full membership). Voting by the Annual General Meeting shall be by secret ballot and will require 75% majority of the members present and voting for the nomination to be approved.

(c) Not more than three (3) Ordinary Members shall be made a Life Member in any one financial year.

PROVISIONAL MEMBERSHIP

27. (a) A person may be admitted as a Provisional member in accordance with procedures established by the Board.

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

HONORARY MEMBERS

28. A person shall not be admitted as an Honorary member of the Club unless they are admitted in accordance with the provisions of this Constitution and they have the qualifications, as specified in this Constitution, for Honorary membership of the Club.

29. (a) The following may in accordance with the procedures established by the Board be made Honorary members of the Club:

- (i) any prominent citizen or local dignitary visiting the Club for some special occasion;
- (ii) the Patron or Patrons for the time being of the Club;
- (iii) any person who produces evidence that they are a current serving member of the Australian Defence Force, and who may be admitted for the day on which they attend the Club's premises; and
- (iv) any former member of the Australian Defence Force who produces evidence that they are a service member of the RSL and a member of at least one (1) other RSL or Services Club, and who may be admitted for the day on which they attend the Club's premises.

(b) An Honorary member shall be entitled only to the social privileges of the Club and to participate in such games, recreations and pastimes as are determined by the Board from time to time. An Honorary member shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) Honorary members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.

(d) The Board or its authorised officer shall have the power to cancel the membership of any Honorary member without notice and without assigning any reason.

TEMPORARY MEMBERS

30. A person shall not be admitted as a Temporary member of the Club unless they are admitted in accordance with the provisions of this Constitution and they have the qualifications as specified in this Constitution for Temporary membership of the Club.

31. (a) The following may at the discretion of the Board, be made Temporary members of the Club:

- (i) an interstate or overseas visitor or a visitor residing in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act. The Board by By-Law may from time to time determine a minimum distance of residence from the Club's premises for persons residing in New South Wales, and any other requirements for a person to qualify for Temporary membership under this Rule;
- (ii) a member of another registered club with similar objects to those of the Club;
- (iii) a full member of any registered club (as defined in the Registered Clubs Act) who, at the invitation of the Board or a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when they attend the premises of the Club until the end of that day.

(b) A Temporary member shall not be required to pay an entrance fee or annual subscription.

- (c) A Temporary member shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) No person under the age of eighteen (18) years may be admitted as a Temporary member of the Club.
- (e) A person may be admitted as a Temporary member of the Club for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period as the Authority may approve in writing).
- (f) When a person is admitted as a Temporary member of the Club that person must enter their details in the Club's register of Temporary members as required by law.
- (g) The Secretary, or in the Secretary's absence the Senior Employee, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.

TRANSFER OF MEMBERSHIP

32. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by the member for the then financial year and may be required to pay the difference between the entrance fee and/or annual subscription applicable for their present membership and the entrance fee and/or annual subscription applicable to the class of membership to which they have applied to be transferred.

ABSENTEE LIST

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

ELECTION OF MEMBERS

34. A person shall not be admitted as a member of the Club other than as a Provisional member, Honorary member or Temporary member, unless they are elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club, by a simple majority of the Board or Committee members present and voting, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board or Committee may reject any application for membership without assigning any reason for such rejection.

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

(b) the application must be signed by the candidate, which may include signing by electronic means, or the candidate may in the case of an electronic application form

approved by the Board electronically consent to becoming a member and agree to the terms contained on the application form.

- (c) The application form shall be lodged with the Secretary who shall forthwith cause the name of the candidate to be exhibited in a conspicuous place in the Club for a continuous period of not less than one (1) week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and their election.

36. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club.

(b) A copy of this Constitution shall be made available to any Full member on request being made to the registered office and on payment of such fee as the Board may from time to time prescribe.

37. A person whose application for membership has failed to receive the required number of votes shall not be entitled to re-apply for of the Club until twelve (12) months have elapsed from the previous ballot held by the Board or Committee.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

38. Members subscriptions shall be paid annually in advance or, if the Board so directs and approves, for more than one (1) year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.

39. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars (\$2) or such other minimum subscription provided from time to time by the Registered Clubs Act.

40. If the entrance fee or subscription or any part thereof of any member shall not be paid by the due date in each year the member shall be notified in writing of the default. If such subscription remains unpaid for a further period of two (2) months from that date the member shall be debarred from all privileges of membership and a notation to this effect shall be made in the Register of members.

PATRONS

41. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting. A Patron may be admitted as an Honorary member of the Club in accordance with procedures established by the Board.

ADDRESSES OF MEMBERS

42. Members shall advise the Secretary of the Club of any change in their address within fourteen (14) days of such change taking place.

REGISTERS OF MEMBERS AND GUESTS

43. The Club shall keep the following registers:

- (a) A register of persons who are Full members of the Club. This register shall set out the name in full, the occupation and address of each Full member and, if they are

an Ordinary member, the date on which they last paid the annual fee for membership of the Club.

- (b) A register of persons who are Honorary members
- (c) A register of persons who are Temporary members.
- (d) A register of persons of or above the age of eighteen (18) years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member, the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that member; provided always that if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in this register in respect of that guest if they subsequently enter the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

44. (a) The disciplinary powers of the Board under this Constitution may be exercised by a disciplinary committee appointed by the Board comprising not less than three (3) Directors and a quorum of the disciplinary committee is three (3) Directors. Any references to the Board in relation to disciplinary proceedings may be read as references to a disciplinary committee.

(b) The Board may reprimand, suspend, expel, or accept the resignation of, a member who:

- (i) breaches any of the provisions of these Rules or the Club's By-Laws;
- (ii) is in the opinion of the Board, guilty of any conduct which is prejudicial to the interests of the Club, which is unbecoming of a member, or which renders the member unfit for membership.

(c) The member must be given written notice of the charge:

- (i) at least fourteen (14) days before the meeting of the Board at which the charge is to be heard; and
- (ii) which sets out the facts and matters giving rise to the charge.

(d) The Board may immediately suspend the member from their right to the privileges and facilities of membership of the Club by written notice on or after issuing a notice of charge until such time as the charge is determined or for a period of two (2) months (whichever is earlier).

(e) The member charged may attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in their defence. Members of the Board or disciplinary committee may attend such disciplinary hearings at the Umina premises of the Club by any technology consented to by the Board or disciplinary committee (as the case may be).

(f) If the member fails to attend the hearing, the charge may be heard and the Board may decide on the evidence before it in the member's absence, but having regard to any written representations made by the member.

- (g) After the Board has considered all the evidence put at a hearing it must come to a decision as to whether the member is guilty of the charge.
- (h) If the Board finds the member guilty of the charge, prior to considering any penalty it must inform the member, if the member has attended the hearing. If the member has not attended, the Board may proceed to determine the penalty.
- (i) The member may address the Board in relation to the penalty appropriate to a charge of which the member has been found guilty if the member has attended the hearing, otherwise the Board may decide on the evidence before it.
- (j) The Board must consider the member's submissions (if any) in relation to penalty and notify the member of the penalty imposed:
 - (i) verbally (if the member has attended the hearing) and to be confirmed in writing after that; or
 - (ii) in writing (if the member has not attended the hearing).
- (k) A decision of the Board at such a hearing or any adjournment is final and the Board is not required to assign any reason for its decision.
- (l) The Secretary must not vote but may assist the Board in its deliberations.
- (m) Despite anything else in these Rules the Secretary, or in the Secretary's absence the Senior Employee, may suspend any member from exercising all rights and privileges of membership if the Secretary or Senior Employee considers a charge should be laid against that member. Unless notification of such charge is sent in accordance with Rule 44(c) and the member is suspended under Rule 44(d) within seven (7) days, the rights of the member will be restored after seven (7) days from the date of suspension.
- (n) An Authorised Person may refuse to admit to, or may turn out of, the Club's premises any person:
 - (i) who is at the time intoxicated, violent, quarrelsome or disorderly;
 - (ii) whose presence on the Club's premises renders the Club or the Secretary liable to a penalty under any law;
 - (iii) who smokes, within the meaning of the Smoke-Free Environment Act 2000 (NSW), while on any part of the Club's premises that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in their possession, while on the Club's premises any substance that the Authorised Person suspects of being a prohibited plant or a prohibited drug; or
 - (v) whom the Authorised Person, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Club's premises.
- (o) The rules of natural justice shall not apply in relation to the exercise of the power referred to in paragraph (n) of this Rule.

RESIGNATION AND CESSATION OF MEMBERSHIP

45. (a) A member may at any time by surrendering their membership card to the Club or by giving notice in writing to the Secretary resign from membership of the Club, and such resignation shall take effect from the date on which the membership card is surrendered or notice is received by the Secretary (as the case may be).

(b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the entrance or subscription fee or otherwise) shall forfeit all rights as a member of the Club provided that such persons shall remain liable for any annual subscription and all arrears due and unpaid at the date of cessation of their membership of the Club and any other moneys due by them at the date of cessation of their membership of the Club or for which they are or may become liable under this Constitution.

GUESTS

46. (a) All members will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of eighteen (18) years and in relation to whom the Temporary member is a responsible adult.

(b) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-Law, nor introduce any person as a guest:

(i) who has been expelled from membership, has ceased to be a member for non-payment of subscription or fees, or whose rights of membership are suspended; or

(ii) a person who, as a previous Temporary member or member's guest, has been removed from the Club's premises for misconduct.

(c) Members shall be responsible for the conduct of any guests they may introduce to the Club and the guest shall remain in the reasonable company of the member.

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

BOARD OF DIRECTORS - COMPOSITION AND GENERAL REQUIREMENTS

47. (a) Subject to Rule 48, the business and affairs of the Club and the custody and control of its property and funds shall be managed by a Board of Directors consisting of seven (7) Directors being a President, two (2) Vice Presidents and four (4) other Directors.

(b) At any one time, at least two (2) Directors must be RSL Members or RSL Life Members, and the other five (5) Directors must be RSL Members, RSL Life Members, Associate Members or Associate Life Members. However, the requirement for at least two (2) Directors to be RSL Members or RSL Life Members will not apply if there are insufficient nominee(s) available with this qualification, or because they are unable, ineligible or unwilling to accept such nomination(s) and in that event the position(s) may be filled by a member or members who are Associate Member(s) or Associate Life Member(s).

(c) At least the President and five (5) other Directors must at all times be members whose principal place of residence is located not more than twenty (20) kilometres

(measured point to point and not by road distance) from the Club's premises at 8-12 Miller Street, Merrylands NSW.

(d) Subject to Rule 50 (Election of the Board) and Rule 64 (for filling of vacancies by the Board):

- (i) The President shall be directly elected by members.
- (ii) At the first Board meeting after the election of each Board, the Board will elect, from amongst their number, the two (2) Vice Presidents.

48. The Board may at any time appoint a Director pursuant to section 30(1)(b1) of the Registered Clubs Act, provided that the total number of Directors must not exceed any maximum prescribed in accordance with Section 10(1)(k1) of the Registered Clubs Act.

49. (a) No member who is unfinancial or is currently under suspension shall be elected to the Board or any other office or perform duties as a member of any section or committee of the Club while the member remains unfinancial or during the period of such suspension.

(b) No member who is a director of another registered club within a radius of 20 kilometres of any of the Club's premises is eligible for election or appointment to the Board.

ELECTION OF THE BOARD

50. (a) The Board shall be elected biennially at an election at which the majority of Full members of the Club have the right to vote.

(b) The members of the Board shall hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.

(c) An eligible candidate may be nominated as President and/or as a Director on the Board. The nominee for President receiving the highest number of votes for that office shall be declared elected to that office and if the successful candidate has also nominated for election as a Director, any votes for election of that candidate as a Director must not be counted. The election of candidates to hold office on the Board must be determined in the following order:

- (i) President;
- (ii) Director.

The two (2) Vice Presidents will be elected by the Board in accordance with rule 47(d)(ii).

(d) Subject to Rule 23 a nomination for the election of a member to any position on the Board shall be:

- (i) in writing in the form made available at the Secretary's office from twenty-one (21) days prior to the date of the Annual General Meeting in a Board election year;
- (ii) signed by two (2) members who are eligible to propose and second a candidate for election to the Board;

- (iii) signed by the nominee (who shall signify their consent to the nomination); and
- (iv) lodged with the Secretary not less than fourteen (14) days before the Annual General Meeting in that Board election year which shall be the closing date for nominations.

(e) The Secretary shall immediately after the closing date for the nominations post the names of the candidates on the Club Notice Board, in the same order as appearing on the ballot paper.

(f) If the number of candidates nominated is less than that required to be filled those candidates shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions then a ballot shall be conducted at the Annual General Meeting for those positions.

(g) In the event of more than the required number of candidates being nominated by the closing date for nominations referred to in paragraph (c) of this Rule an election by ballot which shall be determined on a first past the post system shall be conducted in the following manner:

- (i) The ballot shall be conducted at the Club's premises on days and times determined by the Board.
- (ii) The ballot shall be conducted by a Returning Officer who shall be appointed by the Board. The Returning Officer may be a member of the Club or an external person of an organisation experienced in conducting elections of organisations. The Returning Officer shall appoint sufficient Assistant Returning Officers to assist in the conduct of the election. The Returning Officer and the Assistant Returning Officers shall not be candidates or the proposer or seconder of a candidate.
- (iii) Each member entitled to vote shall on request be handed a ballot paper initialled by the Returning Officer.
- (iv) Such ballot paper shall be completed by the member on the Club premises and placed in a sealed ballot box the key to which shall be retained by the Returning Officer.
- (v) On the closing of the ballot the ballot papers shall be counted by the Returning Officer and the Assistant Returning Officers. The result of the ballot shall be declared at the Annual General Meeting.

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

POWERS OF THE BOARD

51. The business and affairs of the Club are to be managed by or under the direction of the Board.
52. Except as otherwise required by the Act, any other applicable law, or this Constitution, the Board:

- (a) has the power to manage the business and affairs of the Club; and
- (b) may exercise every right, power or capacity of the Club not by law or by this Constitution required to be exercised by the Club in General Meeting.

53. In particular, but without derogating from the general powers conferred by rule 52, the Board shall have power from time to time to:

- (a) Sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to the Registered Clubs Act.
- (b) Authorise the execution, acceptance or endorsement of all negotiable instruments by the Club by the signature of two (2) Directors, or, in any other manner as the Board determines.
- (c) Constitute committees comprised of at least one (1) Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board. The following provisions apply to such committees:
 - (i) The President has the right to be ex officio a member of all such committees.
 - (ii) A committee may meet and adjourn as it thinks proper. The meetings and proceedings of any committee consisting of two (2) or more members will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.
- (d) Pay any honorarium for special services rendered to the Club, as approved in accordance with the Registered Clubs Act at a General Meeting.
- (e) Create sections and committees for the conduct, management and control of all or any games, sporting or other activities in which the Club is engaged or interested. The following provisions shall apply to such sections or committees:
 - (i) The Board may determine the financial members eligible to participate in such sections and committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.
 - (ii) The Board may empower any such section or committee to open and operate an account in the name of the section in such bank or financial institution as the Board approves, provided that the persons eligible to operate upon any such account must be approved by the Board, which may also remove and replace any such person.
 - (iii) Subject to the absolute control and supervision of the Board, each such section or committee created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
 - (iv) Subject to this Rule, the constitutions and rules or by-laws of each such section created under this Constitution may be amended by ordinary resolution of the members of such section at a general meeting of such members either annually or at a meeting convened specifically for such

purpose, provided that no amendment will have effect unless and until it has been approved by the Board.

- (v) The Board may pass By-Laws for the control and regulation of such sections and committees and also terminate and dissolve any such sections or committees or reconstitute them on a similar or different basis.
- (f) The Board may make any By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members. The Board may at any time amend or rescind any such By-Laws. Any By-Laws made under this Constitution will come into force and have the full authority of a By-Law of the Club on being posted upon the Club noticeboard.

PROCEEDINGS OF THE BOARD

- 54. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least 10 times in every 12 month period, provided that the Board meets at least once in each quarter ending 31 March, 30 June, 30 September and 31 December for the transaction of business.
- (b) A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before a meeting.
- (c) A record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose.
- (d) The President shall preside at every meeting of the Board. If the President is not present or is unwilling or unable to act then a Vice-President shall act as Chairperson. If the Vice-Presidents are not present or are unable or unwilling to act then the Board members present may elect their own Chairperson.

- 55. The quorum for meetings of the Board shall be a majority of the Board.
- 56. The President may at any time, and the Secretary upon the request of not less than three (3) members of the Board shall, convene a meeting of the Board.
- 57. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. The President or Chairperson of such a meeting shall have a deliberative vote only.
- 58. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors in order to make up a quorum, or of summoning a General Meeting of the Club, but for no other purpose.
- 59. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

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

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

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

61. (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.

(b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.

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

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

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

(d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:

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

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

(e) Paragraph (d) does not apply if:

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

(ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

62. Subject to the provisions of this Constitution the members in General Meeting may, in accordance with the Act, by ordinary resolution of which due notice has been given remove any member or members of the Board or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their stead, providing any person so appointed is eligible to hold office on the Board under this Constitution. Any person so appointed shall hold office during such time only as the Director in whose place the person is appointed would have held the same if they had not been so removed.

63. The office of a member of the Board will be immediately vacated, and a casual vacancy thereby created, if that person:

- (a) dies;
- (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
- (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
- (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
- (f) by notice in writing given to the Secretary, resigns from office;
- (g) becomes prohibited from being a member of the Board by reason of any order made under the Registered Clubs Act or any other applicable law;
- (h) becomes an employee of the Club;
- (i) fails to complete mandatory training as prescribed by Part 6 of the Registered Clubs Regulation 2015, provided that this Rule 63(i) does not apply if the person is exempt from completing such training under that Part;
- (j) ceases to be a member entitled to hold office on the Board;
- (k) becomes a director of another registered club within 20 kilometres of any of the Club's premises; or
- (l) nominates for election or appointment to the Board of another registered club within 20 kilometres of any of the Club's premises.

64. The Board may at any time appoint any eligible member to fill a casual vacancy on the Board. If the Board appoints a person who is already a Director to fill a casual vacancy in an office of the Executive, the appointee's original position on the Board will become vacant and may be filled as a casual vacancy. A person who is appointed to fill a casual vacancy will hold office for the balance of the term of the Director whom they replaced.

GENERAL MEETINGS

65. (a) A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.

(b) All meetings other than Annual General Meetings shall be called General Meetings.

REQUESTED GENERAL MEETINGS

66. The Board may whenever it thinks fit convene a General Meeting and it must, on the request made in accordance with the Act of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at the General Meeting, within twenty-one (21) days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than two (2) months after the deposit of the request and in the case of such request the following provisions will have effect (subject to the Act):

(a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one (1) or more of those members.

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

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

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

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

NOTICE OF GENERAL MEETINGS

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

PROCEEDINGS AT GENERAL MEETINGS

68. The business of any Annual General Meeting shall be to:

(a) confirm the minutes of the previous Annual General Meeting;

- (b) receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act;
- (c) elect (in an election year) in the manner specified in this Constitution the members of the Board or declare the results of the election of the Board, as the case may be;
- (d) consider ordinary resolutions for giving of honoraria and other benefits to directors or members, as the case may be, for the purposes of section 10 of the Registered Clubs Act; and
- (e) deal with any other business of which due notice has been given.

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

70. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall be less than one (1) month. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

71. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling or unable to act a Vice-President shall act as President. If a Vice-President is not present within fifteen (15) minutes after the time appointed for holding the meeting or unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairperson of the meeting.

72. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by the Chairperson or by five (5) members who are entitled to vote) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the meeting shall have a casting vote only.

(b) Each member entitled to vote shall have one (1) vote either on a show of hands or on a poll. A challenge to a person's right to vote at a General Meeting may only be made at that meeting and must be determined by the Chairperson, whose decision is final.

(c) A person shall not, as the proxy of another person:

- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (ii) vote at any election including an election of a member or of the Board.

73. At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

74. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.

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

75. The Chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one (1) month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

76. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book, which may be in electronic form as permitted by section 253S of the Act, provided for that purpose and any such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates. Signing of the minute book by the relevant Chairperson may be in electronic form.

ACCOUNTS AND AUDIT

77. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

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

79. The Club must send or make available to each member as required by the Act, a copy of the financial report, a copy of the Directors report and a copy of the auditors report for the relevant financial year of the Club.

80. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

FINANCIAL YEAR

81. The financial year of the Club shall commence on the first day of January and end of the last day of December in each year or shall be for such other period as having regard to the Act, the Board may determine.

SECRETARY

82. (a) Only one (1) Secretary will be appointed by the Board at any time, and the Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

- (b) The Secretary shall also be the Chief Executive Officer of the Club and perform all the duties required under the Registered Clubs Act, 1976 and the Act and all other applicable laws pertaining to the Club.
- (c) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unable or unwilling to act, the Board shall have the power to appoint any person to act as Secretary.

EXECUTION OF DOCUMENTS

- 83. The Board must provide for the safe custody of the Seal.
- 84. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
 - (i) two (2) Directors; or
 - (ii) one (1) Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two (2) Directors; or
 - (ii) one (1) Director and the Secretary.
- 85. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.
- 86. Nothing in Rule 84 limits the ways in which the Club may lawfully execute a document.

NOTICES

- 87. A notice may be given by the Club to any member either:
 - (a) personally; or
 - (b) by sending the notice by pre-paid 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 electronic address (if any) for the member; or
 - (d) by sending the notice to the member by other electronic means (if any) for the member; or
 - (e) by notifying the member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Act and the Registered Clubs Act).
- 88. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.
- (b) Where the Club sends a notice by post (including a notice of meeting), the notice is taken to have been given to the member, on the day following that on which the notice was posted.

- (c) Where the Club sends a notice by electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
- (d) Where a notice is sent under Rule 87(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.

INDEMNITY TO OFFICERS

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

- (i) a liability owed to the Club or a related body corporate; or
- (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
- (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

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

- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
- (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
- (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

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

- (i) conduct involving a wilful breach of duty in relation to the Club; or
- (ii) a contravention of Sections 182 or 183 of the Act.

READING OF CONSTITUTION

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

AMENDMENTS TO CONSTITUTION

91. This Constitution may be altered or amended at an Annual General Meeting or General Meeting by Special Resolution of which due notice has been given.
92. The members entitled to vote on a Special Resolution referred to in Rule 91 are:
 - (a) Financial RSL Members and RSL Life Members admitted to Full membership prior to the conclusion of the 2020 Annual General Meeting;
 - (b) Financial RSL Members and RSL Life Members admitted to Full membership after the conclusion of the 2020 Annual General Meeting who have at least five (5) years continuous membership of the Club; and
 - (c) Financial Associate Members and Associate Life Members who have at least five (5) years continuous membership of the Club.

ANZAC DAY, REMEMBRANCE DAY AND RECITAL OF THE ODE TO THE FALLEN

93. The Club shall commemorate ANZAC Day and Remembrance Day and shall recite the Ode to the Fallen on each day the Club is open for trade.

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These By-Laws are made by the Board of Directors pursuant to Rule 48 of the Constitution of Merrylands RSL Club Limited ("the Club"). The Board of Directors may withdraw or amend these By-Laws at any time in its absolute discretion. Any change becomes operative immediately after it is displayed in any conspicuous place of the Club's premises.

1 Hours of trading, sale and carrying away of liquor

- 1.1 The Club's trading hours will be such as are from time to time specified by the Board of Directors, subject to the requirements of the Registered Clubs Act 1976 (and regulations) and the Gaming Machines Act 2001 (and regulations) and as displayed on the Club's noticeboard.
- 1.2 Members are prohibited from carrying away liquor from the Club's premises in accordance with the conditions of the Liquor Licence.
- 1.3 The Chief Executive Officer or, in his absence, a Senior Manager may at their discretion instruct Club staff not to serve liquor to any person who in their opinion should not be served liquor.
- 1.4 Liquor will not be sold, supplied or disposed of on the Club's premises to any person under the age of 18 years.

2 Proof of Club Membership

- 2.1 Every member will be supplied with a Proof of Club Membership, which must be shown on request to any officer or employee of the Club on entering the Club's premises or whilst on the Club's premises. The failure of any member to proof of Membership on request may result in that member being refused admittance or being asked to leave the Club's premises, as the case may be.
- 2.2 Proof of Club Membership remain the property of the Club and must be returned to the Club upon cessation or suspension of membership, or on demand.
- 2.3 Each member must not allow another person the use of their Proof of Membership. Lost or stolen membership cards must promptly be reported to Reception.

3 Dress Rules

- 3.1 Subject to particular dress rules in place from time to time, a suitable standard of dress must be observed at all times in the Club's premises.
- 3.2 The Club's dress rules are subject to change from time to time without notice. The dress rules will be displayed at the front foyer. Members are required to comply with applicable dress rules.
- 3.3 The Chief Executive Officer, a Senior Manager, Security or Reception attendant may refuse entry to the Club's premises or require a member and/or guest to leave the Club's premises if in their opinion the member and/or guest is not suitably attired as required by this By-Law or the applicable dress rules in place from time to time.

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4 Guests

- 4.1 Members (other than Junior Sporting Members) may introduce visitors to the Club's premises and upon entering the premises, must sign the guest's name and address and the member's own name and club membership number in the register kept for that purpose.
- 4.2 A guest must at all times remain in the reasonable company of the member who introduced that guest. A guest must not remain on the Club's premises any longer than the member who introduced that guest.

5 Minors (Persons under the age of 18 years)

Any person who has not attained the age of 18 years is eligible to participate in Club organised sporting activities and may receive vouchers issued by the authorised Sub Clubs.

- 5.1 Any minor (Junior) who is affiliated with a Sporting Club, and/or plays a sport representing the Club may be allowed onto the Club's premises except bar areas and gaming machine areas or pursuant to an authority granted and conditions imposed by the Licensing Court of New South Wales under section 22A of the Registered Clubs Act. Junior Sporting Members will be allowed in a bar area for the purpose of attending a sporting activity or associated award ceremony.
- 5.2 A minor who is a guest of a full, provisional or honorary member may be allowed in a dining area but only whilst meals are being served in the dining area, subject to any authority granted and conditions imposed by the Licensing Court of New South Wales under section 22 of the Registered Clubs Act. At all times the minor must remain in the reasonable company of the full, provisional or honorary member and must leave the Club's premises with the member.
- 5.3 A minor who is a guest of a temporary member may be allowed in a dining area but only whilst meals are being served in the dining area, subject to any authority granted and conditions imposed by the Licensing Court of New South Wales under section 22 of the Registered Clubs Act. The minor must remain in the company and immediate presence of the temporary member at all times. The minor may only be admitted as a guest of a temporary member who is a responsible adult in relation to the minor (eg. a parent, step parent or guardian). The minor must leave the Club's premises with the temporary member.
- 5.4 Minors attending a function approved by the Board of Directors and approved under section 23 of the Registered Clubs Act may only access those areas of the Club's premises approved by the Licensing Court of New South Wales and subject to any conditions under section 23AA of the Registered Clubs Act and any conditions imposed by the Court.
- 5.5 A minor attending a wedding reception of a member (or the wedding of a member's parent or child) may be allowed in a bar area. The minor must remain in the area where the wedding reception is being held. The minor must have been invited to attend the wedding reception by a person entitled to issue the invitation.

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5.6 These By-Laws are subject to any changes made to the Registered Clubs Act and regulations. Furthermore, applicable conditions imposed by the Registered Clubs Act and regulations (as amended) and/or the Licensing Court of New South Wales for the attendance of minors in the Club's premises, including for the purpose of attending any function, must at all times be observed by the person who accompanies the minor in the capacity of responsible adult. Any responsible adult failing to observe the applicable conditions of Registered Clubs Act 1976 and regulations (as amended) or Licensing Court of New South Wales may be asked to leave the Club's premises with the minor whom he or she accompanied.

5.7 Persons under the age of 18 must not be entered into the guest register by any member.

5.8 5.8 Minors are not permitted on the Club's premises after 10:00 pm unless:

- (a) they are attending a private function;
- (b) they are dining in one of the catering outlets in which case they must leave the Club as soon as they are finished dining.

6 Car park

6.1 Parking is permitted subject to the Terms and Conditions displayed in the Club's carpark upon entry.

6.2 Members and guests will not occupy car spaces designated for specific members or employees of the Club or for specific vehicles.

6.3 Members and guests must vacate the car park(s) as soon as possible after leaving the Club's building and not create unnecessary noise which may cause annoyance to residents living in the near vicinity. Whenever there is a car park attendant on duty, members and guests must obey any instruction given by the attendant.

6.4 Parking is only permitted if using the Club's facilities immediately after the time of parking.

7 Animals

7.1 No animal will be permitted on the Club's premises at any time other than Assistance Animals or those animals used by entertainers engaged by the Club from time to time.

7.2 The animal must maintain a high standard of hygiene and behaviour while on the Club's premises. Owners are responsible for any damage to property caused by support animals, including any applicable cleaning charges.

8 Club property

8.1 No article or property of the Club may be removed from the Club's premises without the prior approval of the Chief Executive Officer of the Club.

8.2 Any member or guest breaking or damaging any furniture or other property of the Club may be required by the Board of Directors to pay for such damage.

8.3 No member will remove or in any way cut or damage any newspaper, book, pamphlet or magazine which is the property of the Club.

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9 Gambling

9.1 Subject to the operation of gaming machines, no betting or gambling of any description is permitted on the Club's premises. Selling of raffle tickets or conducting of competitions or raffles, without the prior consent of the Board of Directors, is prohibited.

10 Gaming machines

10.1 The use of gaming machines is permitted **only** in accordance with the **Terms and Conditions** set out in the **MRSR Gaming Machines Terms and Conditions** document.

11 Canvassing, Advertisements/Notices and Collections for Charities, etc.

11.1 Members and guests are prohibited from appointing or using the Club premises as a meeting place for applicants for employment or for the sale of any goods or services.

11.2 Members and guests are prohibited, without the prior consent of the Chief Executive Officer, from using the Club noticeboard for the displaying of any notices for any purposes whatsoever.

11.3 Members and guests are prohibited from bringing onto the Club premises a petition which is unrelated to Club business and conflicts with the Club's Constitution.

11.4 Soliciting for and/or collecting moneys for charitable or other purposes, the sale of tickets in lotteries or raffles or for any function on the Club's premises will not be made without the prior approval of the Board of Directors.

12 Complaints

12.1 All complaints regarding the Club, its premises, its members, their guests and the Club's employees or in regard to any other matter, must be made in writing to the Club's Chief Executive Officer.

12.2 In no instance will an employee of the Club be reprimanded directly by a member. Any complaint about an employee of the Club may be made to the Chief Executive Officer or Duty Manager.

12.3 Any complaints relating to Responsible Gambling must be directed to the Duty Manager.

13 Offences

13.1 The Club's Constitution sets out matters for which a member may be disciplined. If a member is found:

- (a) to have refused or neglected to comply with any provision of this Constitution or any By-Laws; or
- (b) to be guilty of any conduct which is prejudicial to the Club's interests; or
- (c) to be guilty of any conduct which is unbecoming of a member; or
- (d) to be guilty of any conduct which renders the member unfit for membership,

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the member may be reprimanded, suspended from any or all privileges of membership for a period or expelled from membership by the Board of Directors (or by a Committee established and authorised by the Board of Directors pursuant to the Club's Constitution).

13.2 Any of the following conduct will be considered an offence in respect of which disciplinary action may be taken under the Club's Constitution however the list is not exhaustive. To:

- (a) Introduce guest to the Club except in accordance with the requirements from time to time of the *Registered Clubs Act, 1976*, the Club's Constitution and these By-Laws and fail to remain in the company of that guest in accordance with the requirements of the *Registered Clubs Act*; or
- (b) Knowingly introduce a person as a guest who has been expelled from or had their application for membership to the Club refused; or
- (c) Infringe the Club's Constitution and/or any of these By-Laws; or
- (d) Organise or take part in gambling activities on the Club's premises (apart from the use of gaming machines in accordance with these Rules); or
- (e) Solicit for money, goods or services from any person in the Club or the Club's car parks; or
- (f) Be under the influence of liquor or drugs or deal in or introduce drugs to the Club's premises and/or precincts of the Club; or
- (g) Use objectionable or obscene language; or
- (h) Be involved in fisticuffs or physical assault in the Club premises and/or precincts of the Club; or
- (i) Disregard the directions of any delegated employee of the Club, including the directions of the Chief Executive Officer, Operations Manager, Gaming Manager, or Duty Manager; or
- (j) Damage, vandalise or remove Club property or furnishings; or
- (k) Enter or remain on the Club's premises at unauthorised times; or
- (l) Cause offence to any other member, guest or an employee of the Club which is prejudicial to the good order of the Club or comfort or welfare of any other member, guest or an employee of the Club; or
- (m) Allow any person under the age of 18 years to use or operate gaming machines on the Club's premises; or
- (n) Sell or supply liquor to any person under the age of 18 years on the Club premises; or
- (o) Smoke tobacco products or vaping in any area of the Club designated as a non-smoking area; or
- (p) Disregard the instructions of the driver of the Courtesy Bus Service or the coach driver contracted for an outing from the Club; or

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- (q) Behave in an offensive or violent manner on the Club premises, in the Club's car park or surrounding properties which are owned and controlled by the Club; or
- (r) Desecrate or vandalise any monument, flag, wall, fence or building owned or controlled by the Club;
- (s) Bring food or beverages onto Club premises which have not been approved by the Chief Executive Officer or his delegate;
- (t) Fail to comply with the Club dress code standard as displayed at the Club's reception;
- (u) No canvassing permitted by any means whatsoever;
- (v) Fail to comply with the conditions of agreement when hiring or renting the holiday units owned and controlled by the Club;
- (w) Attempt to induce any employee to leave their employment with the Club.
- (x) Any offence as determined in the Judiciary Committee Guide to Penalties and listed and detailed under the categories of possible offences in the guide.

However, the above list is not an exhaustive list of matters which will be considered for disciplinary action under the Club's Constitution.

Any reference, in the above list to the Club or Clubs premises automatically extends, where applicable to the following; the precincts of the Club, the immediate areas surrounding the Club, off site events that are managed, organised or hosted by the Club or its Sub Clubs or the Clubs courtesy bus or other form of transport organised by the Club to attend such off site events."

13.3 The Board or any Committee established and authorised by the Board pursuant to the Club's Constitution may take disciplinary action against a member pursuant to the Club's Constitution for breach of the Club's Constitution and/or any of these By-Laws.

14 General

14.1 Any matters connected with the Club's management, which are not provided for in the Constitution and By-Laws, will be dealt with by the Board of Directors, whose direction will be final.

14.2 All decisions given by the Board of Directors in accordance with the Club's Constitution, including decisions concerning penalties for breach of these By-Laws or the Club's Constitution, or concerning the construction or interpretation of any of these By-Laws or the Club's Constitution, will be final and binding on all members.

14.3 Members and their guests will conduct themselves at all times, in such a manner so as not to cause offence or nuisance or annoyance to other members and guests.

14.4 Members and their guests will not be permitted to enter behind the bars of the Club's premises, nor in the cool room or kitchen of the Club's premises, nor any other part of the Club as may, from time to time, be specified by the Board of Directors or the Chief Executive Officer. Areas designated for staff only must not be entered by members or guests.

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- 14.5 All members and guests will leave the Club premises, when the Club closing announcement is made or when directed by the Chief Executive Officer or his delegate.
- 14.6 When leaving the Club, no member or guest will make any unnecessary noise or disturbance in the precincts of the Club, which for the purpose of these By-Laws, include the Club's land and buildings.
- 14.7 If members or staff representing the Club, visiting at an official activity or an outside event behaves in a manner which could prejudice the Club's good name and standing. Disciplinary action will be taken.
- 14.8 Members and guests must pay their respects to the Australian National Anthem as required, and give due recognition to the "ODE" when it is played in the Club's premises.
- 14.9 All members are expected to ensure that their guests are aware of these By-Laws.
- 14.10 The Chief Executive Officer or Senior Managers will have the right to request any person to leave the Club's premises if the Chief Executive Officer or Senior Managers considers that person to be undesirable or in breach of these By-Laws and/or the Club's Constitution.
- 14.11 A person expelled as a member of the Club or any member under suspension, or any rejected applicant for membership of the Club shall not be eligible to attend the Club as a visitor.
- 14.12 All sporting and social bodies formed within the Club will at all times, be bound by the Rules of the Club, and its officers' will be held responsible at all times to uphold the good order and prestige of the Club, and the rules formed to govern such bodies must be approved by the Board. They shall submit a financial statement of receipt and

APPROVED BY THE BOARD OF DIRECTORS

THURSDAY 27TH NOVEMBER 2025