

I, Robert Bentley, Chief Executive Officer of Parramatta Leagues Club Limited, certify that this and the following 27 pages is a true and correct copy of the Constitution of the Club as adopted by special resolution passed at the Club's Annual General Meeting held on 22nd May 2011.

^o//
Date

CORPORATIONS ACT 2001

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

CONSTITUTION

of

PARRAMATTA LEAGUES CLUB LIMITED

ABN 52 000 218 655

NAME

1. The name of the company (referred to as "the Club") is "Parramatta Leagues Club Limited".

DEFINITIONS

2. Unless the context or subject matter otherwise requires:

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

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

"By-law" means and includes regulations.

"the club noticeboard" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"Constitution" means and includes rules.

"Director" means a member of the Board.

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

"full member" means a person who is an ordinary member or a life member of the Club.

"General Meeting" includes Annual General Meeting.

"in writing" and "written" include any mode of representing or reproducing words, figures, drawings or symbols in a visible form.

"month" means calendar month.

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

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

"ordinary member" means a member of the Club other than a life member, honorary member, temporary member or provisional member.

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

"seal" means the common seal of the Club.

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

"special resolution" has the same meaning as in the Act.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. (a) Unless the context or subject matter otherwise requires:

- (i) words indicating the male gender include the female gender and vice versa; and
 - (ii) words indicating the singular include the plural and vice versa.
- (b) Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

7. The Club is established for the objects set out in this Constitution.
8. (a) The Club is a non-proprietary Club.
- (b) Subject to the provisions of sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- (c) Subject to the provisions of section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary, or an employee, or a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
9. (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
10. Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member 1 except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale 1 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.
- (a) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- (b) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
11. Voting by proxy is not permitted:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.

OBJECTS

12. The objects for which the Club is established are:
- (a) To manage, conduct, control and promote the game of rugby league football in the Parramatta district or elsewhere.
 - (b) To assist generally in the promotion, conduct and propagation of rugby league football in the Parramatta district or elsewhere and to promote or assist in the provision of training and conditioning and teaching facilities for football played in accordance with the rules of the New South Wales Rugby League Limited.
 - (c) To render aid either by financial or other means to clubs and associations in the Parramatta district or elsewhere, which clubs and associations are playing or conducting football played in accordance with the rules of the New South Wales Rugby League Limited.
 - (d) To provide football grounds and ovals at or near Parramatta or elsewhere for the playing and practising of the game of football and for training for football and to layout, prepare, construct, alter and maintain grounds and ovals for football and other purposes of the Club and to provide, layout, prepare, construct, alter and maintain clubhouses, pavilions, dressing rooms, grandstands and other accommodation and facilities for spectators and other conveniences in connection therewith.
 - (e) To provide financial or other assistance to other football codes, sports and activities in the Parramatta district or elsewhere.
 - (f) To provide for members and their guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, poker machines and other forms of gaming devices, and provision for sporting and other social and recreational facilities.
 - (g) To purchase, hire, lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (h) To give, sell, mortgage, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof.
 - (i) To invest and deal with any of the money 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.

- (j) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (k) 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.
- (l) To guarantee any obligations, liabilities or contracts of any person or body of persons whether incorporated or unincorporated and to grant security for any such guarantee in any manner whatsoever.
- (m) To apply for and hold a certificate of registration or licence under the Registered Clubs Act or any other law for the time being operative and for such purposes to appoint a Secretary to hold the certificate of registration or licence on behalf of the Club.
- (n) (To obtain and hold any licence or permit necessary for and to carry on the business of supplying all kinds of goods and services required, used or desired by members.
- (o) To take or reject any gift of property, money or goods whether subject to any special trust or not.
- (p) To erect, maintain, improve and alter any building or structure for the purposes of the Club.
- (q) 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.
- (r) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (s) To amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (t) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (u) To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.

13. The income and property of the Club, howsoever derived, will be applied solely towards the promotion of objects of the Club as set out in this Constitution and no

portion thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that nothing herein will be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let 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 Club being wound up during the time that he or she is a member, or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$4.
16. if upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions which is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions will be determined by the members of the Club at or before the time of deregistration, and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then that property will be given to some charitable object.

MEMBERSHIP

17. The number of full members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
18. A majority of full members of the Club must at all times have the right to vote at the election of the Board.
19. A person must not be admitted to membership of the Club except as an ordinary member, life member, honorary member, temporary member or provisional member.
20. A person who is under the age of 18 years will not be admitted to any class of ordinary membership.
21. All classes of membership are open to both male and female genders.

22. Unless and until otherwise determined by the Board, there will be one class of ordinary membership called Club membership.
23. The persons whose names at the date of the special resolution adopting this Constitution are entered in the Club's Register of Members and other persons as the Board admits to membership in accordance with this Constitution are the members of the Club. As at that date, persons who are classified in the Register as Ordinary Members will be reclassified as Club Members.

CLUB MEMBERSHIP

24. Any person who has attained the age of 18 years is eligible for election to Club membership if that person has made an application for Club membership in accordance with this Constitution.

LIFE MEMBERSHIP

25. (a) A financial member in the class of Club membership is eligible for election to Life membership if that person:
 - (i) has rendered exceptional or unusual or distinguished service to the Club;
 - (ii) is nominated for election to Life membership in writing by one and seconded by another Life Member or Club Member; and
 - (iii) is recommended by the Board for election to Life membership.
- (b) A person who satisfies the eligibility requirements in paragraph (a) will be duly elected to Life membership if a resolution to that effect is carried by a two-thirds majority of members who are present and voting at a General Meeting.

DUNDAS VALLEY MEMBERSHIP

- 25A. Those persons who were full financial members of Dundas Valley Rugby Union Club Limited (Subject to Deed of Company Arrangement), and whose names were entered in the Register of Members of Dundas Valley Rugby Union Club Limited (Subject to Deed of Company Arrangement), on the date of conditional approval by the Licensing Court of New South Wales of the amalgamation of Parramatta Leagues Club Limited and Dundas Valley Rugby Union Club Limited (Subject to Deed of Company Arrangement) shall, for the purposes of the Registered Clubs Act, be identified in the Club's Register of Members as Dundas Valley members.

RIGHTS OF MEMBERS

26. A Life Member will retain all the entitlements, rights and privileges of a Club Member as specified in Rule 27(a). In addition, a Life Member will be exempt from payment of subscriptions or levies.
27. (a) Subject to Rule 27(b) financial Club members are entitled to attend and to vote on all matters at General Meetings and to vote at the election of the Board.
 - (b) Any person who is elected to membership of the Club as a Club member on or after 22 December 2004 is not entitled to attend and to vote on any matters at General Meetings or to vote at the election of the Board, and is not entitled to be nominated

for, elected to and hold office on the Board until that person has been a financial Club member of the Club for a continuous period of three (3) years at the date of the General Meeting or the date of voting for the election of the Board or the date of nomination to the Board.

28. Each member who is entitled to vote has one vote, but cannot vote by proxy.
29. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (b) Without limiting the general powers of the Board conferred in paragraph (a), all members hereby acknowledge and accept that the Board has power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time);
 - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERSHIP

30. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary.
31. (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) Honorary Members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
- (i) the name in full, or the surname and initials, of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

32. The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as the Board may determine by By-law;
 - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) an interstate or overseas visitor.
33. Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.
- (a) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (b) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any
 - (c) time without notice and without being required to give reason.
 - (d) A person under the age of 18 years will not be admitted as a temporary member other than pursuant to rule 32(c).
 - (e) When a temporary member (other than a temporary member admitted pursuant to rule 32(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
 - (i) the name in full, or the surname and initials, of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted;
 - (iv) the signature of the temporary member.

PROVISIONAL MEMBERSHIP

34. (a) A person may be admitted to provisional membership of the Club pending the decision of the Board in relation to his or her application for ordinary membership. The requirements for admission to provisional membership are:
- (i) the person has applied for a class of ordinary membership on the Club's nomination form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Should a person who is admitted as a provisional member not be elected to ordinary membership of the Club within 6 weeks from the date of depositing the nomination form at the office or should that person's application for membership be rejected (whichever is the earlier), that person will cease to be a provisional member. The entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of ordinary membership applied for.
- (d) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

GUESTS

35. (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 18 years and in relation to whom the temporary member is a responsible adult. •
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.

- (g) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
 - (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member.
- (i) if an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.

PATRONS

- 36. (a) The members in General Meeting may appoint or remove one or more Patrons from time to time upon a recommendation being made by the Board to the meeting.
- (b) A Patron who is not a member of the Club will be deemed to be an Honorary Member while he or she remains a Patron.
- (c) At any one time there will not be more than 3 Patrons.

ELECTION OF MEMBERS

- 37. A person must not be admitted as an ordinary member of the Club unless that person is elected to membership at a meeting of the Board or of a duly appointed committee by a three-quarters majority of the Directors present and voting, the names of those Directors present and voting at that meeting being recorded by the Secretary.
- 38. A candidate for ordinary membership must be proposed by one financial member.
- 39. (a) Every application for ordinary membership must be on a nomination form approved by the Board.
- (b) The nomination form will contain such particulars as the Board may determine from time to time. The nomination form will as a minimum include 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.
- (c) The nomination form must be signed by the proposer and the candidate.
- (d) The appropriate entrance fee (if any) and subscription must be lodged with the nomination form.

- (e) The nomination form must be deposited at the office. The Secretary must cause the name and address of the candidate to be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less than 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.
 - (f) The Board may reject any application for membership without giving any reason for the rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
 - (g) The Board has power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.
40. When a person has been elected to membership, the Secretary will enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.

TRANSFER OF MEMBERSHIP

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

The Board may appoint a committee to- exercise the powers of the Board in

- (b) relation to the transfer of membership.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

42. Membership subscriptions must be paid annually in advance or may, if the Board so directs and approves, be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The Board will from time to time prescribe the time and manner of payment and all other related matters not especially provided for in this Constitution.
43. (a) The Board will from time to time prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club. However, the amount payable by ordinary members must not be less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board has power to make charges and levies on ordinary members for general or special purposes.
44. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

45. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member ceases to be a financial member.
- (b) If the member pays the subscription or other money within one month after the due date for payment (or any further time which the Club in its absolute discretion may permit), that member will again be a financial member.
- (c) if the subscription or other money remains unpaid after one month from the due date for payment (or any further time which the Club in its absolute discretion may permit), the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club.

ABSENTEE LIST

46. 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 Commonwealth of Australia or residing outside Australia. The member will be placed on an Absentee List.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

48. The Club must keep the following registers:

- (a) a register of persons who are full members of the Club, which will set out the name in full, the occupation and address of each full member and, if the member is an ordinary member, the date on which that member last paid the fee for membership of the Club;
- (b) a register of persons who are honorary members;
- (c) a register of persons who are temporary members;
- (d) a register of persons of or above the age of 18 years who enter the Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

49. (a) The Board has power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
- (ii) is guilty of any conduct prejudicial to the interests of the Club; or
- (iii) is guilty of any conduct which is unbecoming of a member; or
- (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board must comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club must give written notice to the member of any charge against

that member under this rule, at least 7 clear days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.

- (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting, the member charged is entitled to call witnesses in his or her defence.
 - (iv) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless a majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged.
 - (vi) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting, he or she must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(i), the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- (d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than one (1) Director and one (1) member of the Club's executive management team. A quorum of the disciplinary committee is one (1) Director and one (1) executive manager.
50. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has power to suspend any person's membership and remove that member from the premises of the Club:

- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iii) who has engaged or used any part of the premises for an unlawful purpose; or
 - (iv) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member.
- (b) The Secretary or the senior employee of the Club who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to rule 49 or for 6 weeks, whichever is the earlier.

RESIGNATION AND CESSATION OF MEMBERSHIP

51. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Secretary.
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, neglecting to pay the entrance fee or subscription, or for any other reason) will upon and by reason of such cessation of membership forfeit all rights as a member of the Club. However, the person will remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.
- (c) When a person ceases to be a member of the Club, the Secretary will make a notation to that effect against the person's name in the Register of Members.

THE BOARD

52. (a) The business and affairs of the Club and the custody and control of its funds and property will be managed by a Board of 7 Directors.
- (b) Unless otherwise determined by the Board, the positions on the Board will be the President and 6 Ordinary Directors. The Board will elect a Director to the position of President from time to time as the occasion may require.
53. (a) Subject to Rule 27(b), only Life members and financial Club members are eligible to be nominated for, elected to and hold office on the Board.

54. A member is ineligible to be nominated for or elected to the Board if that member:
- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting; or
 - (b) has at any time been convicted of an indictable offence; or
 - (c) is a former employee of the Club whose services were terminated by the Club for misconduct.
55. (a) The Directors' terms of office will be until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire.
- (b) The Directors holding office at the date of the special resolution adopting this Constitution will continue to hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire.
- (c) A retiring Director will (subject to this Constitution) be eligible for re-election.

ELECTION OF THE BOARD

56. The election of the Board, when required, will be conducted in the following manner:
- (a) The Board will appoint a Returning Officer who will have charge of the election.
 - (b) A candidate for election or a proposer or seconder of any candidate is ineligible to be the Returning Officer.
 - (c) Nominations for election must be made in writing and signed by 2 Life members or financial Club members and by the nominee who must signify his or her consent to the nomination.
 - (d) The Board will determine the closing date for receipt of nominations.
 - (e) As soon as practicable after nominations have closed, the Returning Officer will post the names of the duly nominated candidates on the club noticeboard.
 - (f) If at the close of nominations the number of candidates duly nominated is the same as the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting.
 - (g) If at the close of nominations the number of candidates duly nominated is less than the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting. Further nominations may be called for at the meeting, and if the number of candidates so nominated exceeds the number required for the remaining vacancies, an election for those vacancies will be conducted in accordance with procedures determined by the Board.

- (i) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected, a ballot will be taken in the following manner:
 - (h) The ballot will take place prior to or on the date of the Annual General Meeting on such days and on such hours as the Board may determine.
 - (ii) The Returning Officer will determine by lot the position of candidates' names on the ballot paper.
 - (iii) The Returning Officer will supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed, and will report the result of the ballot to the Annual General Meeting.
 - (iv) The Returning Officer may prescribe the manner in which votes are to be marked on the ballot paper.
 - (v) The decision of the Returning Officer as to the validity or formality of any ballot paper will be final and conclusive.
 - (vi) if there is an equality of votes affecting the election of any candidate then the Returning Officer will determine by lot from those tied candidates, the candidate who is to be elected.
57. The Board has power to make By-laws regulating all matters in connection with the conduct of any election not otherwise provided by this Constitution.

POWERS OF THE BOARD

58. The Board is responsible for the management of the business and affairs of the Club.
59. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:
- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such full members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

- (d) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (e) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (f) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.
- (g) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (h) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested, to define and limit the persons eligible for membership of any section or committee, to fix or approve a supplementary subscription or a charge for membership of any section or committee, and to terminate or change the composition of any section or committee.
- (i) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (j) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (k) To recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (l) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

60. The Board has power to make By-laws not inconsistent with this Constitution which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club, and from time to time to amend or rescind any such By-laws. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:

- (a) those matters as the Board is specifically by this Constitution empowered to regulate by By-law;
- (b) the general management and control of the trading activities of the Club;

- (C) the management and control of the Club's premises;
 - (d) the management and control of play and dress on the Club's premises;
 - (e) the upkeep and control of the Club's property;
 - (f) the management and control of all competitions;
 - (g) the conduct of members and guests of members;
 - (h) the privileges to be enjoyed by members;
 - (i) the relationship between members and the Club's employees;
 - (j) the control and regulation of the Club's sections and committees i
conduct and activities thereof;
 - (k) generally all those matters as are commonly the subject matter of club
constitutions or by-laws or which are not reserved either under the Act, the
Registered Clubs Act or this Constitution for decision by the Club in General
Meeting.
61. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
62. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the club noticeboard.

SECTIONS AND COMMITTEES

63. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with the Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to that controlling body or as required by that body.
64. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
65. The Board may empower any section or committee of the Club to open and operate an account in the name of the section in a financial institution approved by the Board from time to time. However, the persons eligible to operate that account must be approved by the Board which from time to time may remove and replace those persons or any of them.
66. Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require from time to time). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
67. Subject to this rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of the section. However, an amendment proposed to and approved by a general meeting of the section will not have effect unless and until it has been approved by resolution of the Board.

68. A committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Board may impose upon it from time to time. The President or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the provisions of the Board of this Constitution unless otherwise prescribed by the Board.
69. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for that action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

70. The Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each month. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
71. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
72. The President is entitled to preside as the chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then the Directors present may elect their own chairman.
73. The quorum for a meeting of the Board is 4 Directors.
74. The President may call a meeting of the Board at any time. The Secretary must call a meeting of the Board upon the request of not less than 2 Directors.
75. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes, the chairman of the meeting will have a second vote in addition to a first vote.
76. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Director or person acting as aforesaid, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
77.
 - (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 called 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.

78. (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.
- (f) Section 39 of the Registered Clubs Act will apply if a Director discloses an interest in a contract or proposed contract which involves the Club.

VACANCIES ON THE BOARD

79. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary

resolution appoint another person in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.

80. The office of a Director 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 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 Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (j) ceases to be a financial member of the Club; or
 - (k) ceases to be a member of the Club.
81. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
82. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to increase the number of Directors to the quorum; or
 - (b) to call a General Meeting.

GENERAL MEETINGS

83. A general meeting known as the Annual General Meeting must be held at least once in every calendar year at such date, time and place as the Board may determine, but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are known as General Meetings.
84. (a) The Board may whenever it thinks fit call a General Meeting.

(b) Not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:

- (i) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the office;
- (ii) 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;
- (iii) if the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than 2 months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;
- (iv) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than 3 months from the date of deposit of the request.

85. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the place, date and time for the meeting. The Club's Auditor must also receive notice of the meeting.

(b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.

(c) A General 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 the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

86. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:

(a) for a General Meeting which is called on the request of members, not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) who are present and entitled to vote; and

(b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 50 members of the Club who are present and entitled to vote.

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

PROCEEDINGS AT GENERAL MEETINGS

88. The business of any Annual General Meeting may include:
- (a) confirmation of the Minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by section 317 of the Act;
 - (c) election (if required) of the Board;
 - (d) appointment (If required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
89. The President is entitled to preside as the chairman at any General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to preside as the chairman.
90. At a General Meeting, a poll on any resolution may be demanded by the chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the event of an equality of votes, the chairman will have a second vote in addition to a first vote.
91. At a General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
92. (a) If at a General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (b) A demand for a poll may be withdrawn.

- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and such determination made in good faith will be final and conclusive.
93. The chairman of a General Meeting at which a quorum is present may with the consent of the meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date, it is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
94. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The Minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

95. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
96. The financial records will be kept at the office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records.
97. The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club, but subject to section 316 of the Act:
- (a) a copy of the financial report required under section 295 of the Act, a copy of the directors' report required under section 298 of the Act and a copy of the auditor's report required under section 308 of the Act.
98. The Club's financial year commences on the first day of January and ends on the last day of December in each year, or is for such other period as having regard to the Act, the Board may determine.
99. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act.

SECRETARY

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

EXECUTION OF DOCUMENTS

101. The Board must provide for the safe custody of the seal.

102. (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) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
103. The Club may only fix the seal to a document after a resolution of the Board to that effect.

NOTICES

104. The Club may give a notice 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; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
105. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
106. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the club noticeboard is deemed to be notice to the member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

107. (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(Z) 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.

COPY OF CONSTITUTION

108. The Club will give a copy of this Constitution to any full member within 7 days if that member:
- (a) asks the Club, in writing, for a copy; and
 - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

AMENDMENTS TO CONSTITUTION

109. (a) This Constitution may only be amended by a resolution which is proposed as a special resolution and passed by a three-quarters majority of those members who are entitled to attend the General Meeting and vote on the special resolution.
- (b) Subject to Rule 27(b) only Life members and financial Club members will be eligible to attend the General Meeting and vote on a special resolution referred to in Rule 109(a).

PARRAMATTA LEAGUES CLUB LIMITED

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