

CORPORATIONS ACT 2001

CONSTITUTION

OF

SHELLHARBOUR WORKERS' CLUB LIMITED
(ACN 001 068 864)

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Contents

SECTION 1.....	6
PRELIMINARY CLAUSES.....	6
1. Name.....	6
2. Non-Proprietary Company	6
3. Purpose.....	6
4. Displacement of Replaceable Rules.....	6
5. Registered Office.....	7
6. Definitions Reference	7
7. Trading Name.....	7
SECTION 2.....	8
VISION, MISSION, VALUES AND OBJECTS.....	8
8. Vision	8
9. Mission.....	8
10. Values	8
11. Objects.....	8
SECTION 3.....	10
CORPORATE POWERS	10
12. Powers	10
SECTION 4.....	12
MEMBERS LIABILITY AND GUARANTEE	12
13. Limited Liability	12
14. Member's Guarantee	12
15. Distribution on Winding Up	12
16. Accounts	12
SECTION 5.....	13
PROPERTY AND INCOME	13
17. Property and Income	13
17A. Core Property	13
17B. Non-Core Property.....	13
17C. No Profit Or Advantage.....	13
17D. Power To Lease	13
18. No Payment to Board Members	14
SECTION 6.....	15
LIQUOR AND GAMING	15
19. Sale of Liquor.....	15
20. Functions Under Registered Club's Act.....	15
21. Gaming	15
22. No Payment Based on Liquor Sales.....	15
23. No Prize or Reward for Director and Associates	15
24. No Sharing of Gaming Receipts	15

25. No Interest in Gaming Machines	16
26. Responsible Service of Alcohol and Liquor Accord.....	16
27. Multi-Venue Exclusion - Members.....	16
28. Provision of Identification Details.....	16
 SECTION 7.....	 17
MEMBERSHIP OF REGISTERED CLUB	17
29. Membership Numbers	17
30. Membership Classification	17
31. Membership Eligibility	17
32. Membership Admission	18
33. Authorised Officer	19
34. Publicising Applications for Membership	19
35. Applications to be Dealt With	20
36. Rejection of Application	20
37. Election to Membership	20
38. Membership Obligations.....	20
39. Membership Committee.....	22
40. Employees May be a Member.....	22
41. Resignation of Member.....	22
42. Disciplinary Proceedings	22
43. Debts Due by Member.....	23
44. Forfeiture of Rights of Member	23
45. Suspension of Member.....	23
46. Register of Members	24
47. Visitors' Obligations	24
48. Members Responsible for Visitors.....	25
49. Refusal of Visitors	25
50. No Supply of Refreshment.....	25
51. Not Used	25
52. Delegated or Authorised Officer	25
53. Entrance Fees and Subscriptions.....	25
54. Unfinancial Members	25
 SECTION 8.....	 26
BOARD OF DIRECTORS	26
55. Management.....	26
56. Board Appointed Directors.....	26
57. Triennial Rule.....	26
58. Board's Delegation	28
59. Board Discretion	28
60. Management Committee	28
61. Board Appointed Committees.....	28
62A. Adoption of Charters and Policies	28
62B. Strategic Plan, Estate Mandate and Estate Plan	29
63. Eligibility of Board Members	29
 SECTION 9.....	 31
ELECTION OF BOARD	31
64. Annual Elections	31
65. Nomination of Candidates	31
66. Election Process	32

67. Election of Officer Bears and Committees	32
68. Services Voluntary	32
69. Votes of Members	32
70. Members Voting Rights	32
 SECTION 10.....	 34
POWER AND DUTIES OF BOARD	34
71. Powers and Duties.....	34
72. Appeal from Determination of Sub-Committee or authorised officer:.....	36
72A. Limitations Of Appeals And Actions	36
73. By-Laws, Rules, Policies & Charters	37
 SECTION 11.....	 38
BOARD MEETINGS AND ACTIONS	38
74. Meetings	38
75. President to Preside – no deliberate vote.....	38
76. Resolutions	38
77. Casual Vacancies	38
78. Disqualification From Office.....	38
79. Acts of Board of Directors.....	39
 SECTION 12.....	 40
80. CHIEF EXECUTIVE OFFICER	40
 SECTION 13.....	 41
GENERAL MEETINGS OF MEMBERS	41
81. Notice to Members of Meeting.....	41
82. Annual General Meeting.....	41
83. Extraordinary General Meeting.....	41
84. Calling EGM.....	41
85. Notice of General Meeting	41
86. Quorum	41
87. Resolutions	42
88. Business of Annual General Meeting	42
 SECTION 14.....	 43
PROCEEDINGS AT ALL GENERAL MEETINGS	43
89. President to Preside	43
90. Show of Hands	43
91. Declaration of Vote	43
92. Adjournment of Meeting.....	43
93. Poll Demanded	43
94. Continuance of Meeting.....	44
95. Minutes	44
 SECTION 15.....	 45
ACCOUNTS AND FINANCIAL REPORTS	45
96. Financial Year	45
97. Accounts And Audit	45

98. Financial Records to be Kept at Registered Office	45
100. Audit.....	46
101. Audit Conclusive	46
102. Annual Returns	46
 SECTION 16.....	 47
MISCELLANEOUS PROVISIONS.....	47
103. Notice.....	47
104. Indemnity	47
105. Amendments to The Constitution	47
106. Authentication Of Deeds And Documents	48
107. Head Notes	48
 SECTION 17.....	 49
108. DEFINITIONS.....	49

CONSTITUTION

of

SHELLHARBOUR WORKERS' CLUB LIMITED (ACN 001 068 864)

**FOR THE PURPOSES OF THIS CONSTITUTION
THE REGISTERED CLUB IS THE GROUP
THE SHELLHARBOUR CLUB IS THE HOSPITALITY VENUE PREMISES**

SECTION 1

PRELIMINARY CLAUSES

Name

1. The name of the Company is SHELLHARBOUR WORKERS' CLUB LIMITED being the Registered Club, (herein referred to as the Group) and for the purposes of this Constitution shall be referred to as "the Group" which shall be the corporate entity.

Non-Proprietary Company

2. The Group shall be a non-proprietary company.

Purpose

3. The company is established for the purposes set out in this Constitution. To achieve the purposes set out in this Constitution the Board of Directors shall from time to time adopt and implement a Strategic Plan encompassing an Estate Mandate and an Estate Plan to assist the Club in achieving the strategic Vision, Mission, Values and Objects of the Group.

Displacement of Replaceable Rules

4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

Registered Office

5. The registered office of the Group is The Shellharbour Club Cnr of Wattle and Shellharbour Roads, Shellharbour, New South Wales, or such other place as may be approved by the members.

Definitions

6. Definitions of words and expressions utilised throughout the Constitution and interpretation thereof appear in section 17, 103 hereof.

Business and Trading Name

7. The Registered Club will trade under the business name of:

"The Shellharbour Club"

which shall be the name utilised for the Hospitality Venue Premises and the Board of Directors may from time to time approve and adopt any other trading name for use by the Registered Club, the Group or any other business activity undertaken by the Group.

CONSTITUTION
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SECTION 2

VISION, MISSION, VALUES AND OBJECTS

Vision

8. The Vision of the Group is: ***"To enable the Community to reach its highest potential"***.

Mission

9. The Mission of the Group adopted by the Board (as may be varied from time to time) embraces the investment and operation of assets that are sustainable and have community value and to be the leading hospitality venue responding to market needs.

Values

10. The Values of the Group are to maintain:
- (i) integrity;
 - (ii) commitment;
 - (iii) empowerment; and
 - (iv) excellence.

Objects

11. As a social enterprise fostering its Corporate Vision, Missions and Values the Objects of the Group are:
- a. To fulfill the Corporate Vision, Missions and Values of the Group as articulated in paragraphs **8**, **9** and **10** the Group shall purchase, hire, lease or otherwise acquire and hold for the purposes of the Group any real or personal property and any rights and privileges of any nature which the Group may think necessary or convenient for the carrying out of its Corporate Vision and Missions, Objects and the Group may alter, add to, improve, enlarge, relinquish or diminish the tenure of same; lay out and construct, erect, furnish, maintain and provide facilities in all such buildings and grounds and carry out all such other improvements as are considered by the Group to be necessary or convenient for its purposes.
 - b. To provide for members and for members' guests a Hospitality Venue Premises.

- c. To carry on all such activities as may be necessary or convenient for the purposes of the Group and to do all such acts, deeds, matters and things or to enter into and make such agreements as are incidental or conducive to the attainment of the Corporate Vision, Missions and Objects, of the Group.
- d. To embrace and fulfill the Corporate Vision, Missions and Values of the Group as articulated in paragraphs 8, 9 and 10 hereof the Group shall and is hereby authorised to:
 - (i) establish, support or aid in the establishment and support of or make grants or donations in cash or kind to or for charitable or benevolent purposes or associations in support of community interests;
 - (ii) to promote such sports, games, amusements, recreations, entertainments, pastimes and competitions as the Group may deem expedient and to offer and grant or contribute towards the provision of prizes, awards and distinctions and to arrange and control open matches and competitions.

CONSTITUTION
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SECTION 3

CORPORATE POWERS

Powers

12. Without limiting the further Powers specified herein and subject to paragraphs **13** to **18** inclusive hereof, the Group shall have the powers of an individual and all of the powers of a Corporation pursuant to the Act to be exercised in achieving its Vision, Mission, Values and Objects and such further specific Powers as follows:
- a. To pay all costs, charges and expenses incurred by and incidental to the promotion, formation, management, operation, governance and establishment of the Group.
 - b. To apply for and obtain and hold a club licence or any other licence or licences or certificate of registration under the Registered Clubs Act, Gaming Machines Act, Liquor Act or any other Act or laws for the time being operative and for such purpose or purposes incidental or conducive to the attainment of the Corporate Vision, Missions and Objects, of the Group appoint, an Approved Manager or other officer or officers to act as Licensee or Licensees and hold the licence or licences or certificate of registration on behalf of the company.
 - c. To hire and employ all persons considered necessary for the purposes of the Group and subject to paragraph **17** of this Constitution to pay to them salaries in return for services rendered to the Group, wages and gratuities.
 - d. To effect or make payments towards insurance for any purpose for the protection and/or benefit of Directors and employees whilst carrying out their respective duties and to provide (where necessary) a superannuation fund for the servants or employees of the Group.
 - e. To take such steps to make known the Corporate Vision, Missions and Objects, aims and activities of the Group or otherwise to promote the Corporate Vision, Mission and Objects of the Group by means of email, telephone or television or other like means or in the press or in books or other publication or electronic publications or such other manner or by such other means whether of a like or of a different nature to the foregoing as the Group may think fit. In doing so it may print and publish any newspapers, periodicals, books, circulars, notices or leaflets that the Group may think desirable for promotion of its Objects.
 - f. (i) 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 Group.

- (ii) To raise money by way of subscriptions, entrance fees, levies, the holding of functions or otherwise and to accept donations, legacies, bequests, devises and gifts of property.
- g. To give, sell, mortgage, exchange, hire, lease or otherwise dispose of or alienate the property of the Group as described in Clause (a) hereof or any part or parts thereof subject to this Constitution.
- h. To invest and deal with any moneys of the Group 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.
- i. To take or reject any gift of property money or goods whether subject to any special trust or not.
- j. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- k. To indemnify any person or persons whether members of the Group or not who may incur or have incurred any personal liability for the benefit of the Group.
- l. To subscribe to or become a member of, affiliate, amalgamate or co-operate with any other association whether incorporated or not whose Objects are altogether or in part similar to those of this Group.
- m. The Board of Directors will ensure that the management and operation of the Group will be conducted in accordance with best industry practice and accordingly adopts the ClubsNSW Code of Practice as may be varied from time to time and the spirit and intent of the Best Practice Guidelines.

AND IT IS HEREBY DECLARED that in the interpretation of the above the meaning of any of the Group's Objects or Powers shall not be restricted by reference to any other Object or Power or by the juxtaposition of two or more Objects or Powers and in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Group.

AND IT IS HEREBY DECLARED that the Objects or Powers specified in each paragraph above shall be regarded as independent Objects or Powers and except where otherwise expressed in such paragraph shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph.

**CONSTITUTION
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SECTION 4

MEMBERS LIABILITY AND GUARANTEE

Limited Liability

13. The liability of the members is limited as described in paragraph **14** hereof.

Member's Guarantee

14. Every member of the Registered Club undertakes to contribute to the assets of the Group in the event of the same being wound up during the time that he/she is a member or within one year afterwards for payment of the debts and liabilities of the Group contracted before the time at which he/she ceases to be a member and of the costs, charges and expenses of winding up the Group and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).

Distribution on Winding Up

15. If upon the winding up or dissolution of the Group there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Registered Club, but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Group to be determined by members of the Registered Club at or before the time for dissolution in accordance with the requirements of this Constitution for the passing of an ordinary resolution at a General Meeting of the Group or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

Accounts

16. True accounts shall be kept of the sums of money received and expended by the Group and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Group and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Group for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Group shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of the Institute or Chartered Accountants of New South Wales.

CONSTITUTION
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SECTION 5

PROPERTY AND INCOME

Property and Income

17. The income and property of the Group however derived shall be applied solely towards the promotion of the Corporate Vision, Missions, Values and Objects of the Group as set forth in this Constitution. No portion of the income shall be paid or transferred directly or indirectly by way of dividend bonus or by way of profit distribution to or amongst the members of the Group provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Group or otherwise owing by the Group to him/her or of remuneration of any officers or servants of the Group, or to any member of the Group or other person in return for any services actually rendered to the Group.

Core Property

- 17A. The Registered Club shall operate from the Hospitality Venue Premises and such premises shall be available for the use of members and constitutes the Core Property as defined in s 41J of the *Registered Clubs Act*. Core Property can only be leased, licensed, sold or disposed of pursuant to a resolution passed by the majority of ordinary members present at a general meeting.

Non-Core Property

- 17B. All or any other real property owned by the Group which does not form part of the Hospitality Venue Premises is Non-Core Property and is able to be dealt with by the Board of Directors as may be determined to be appropriate from time to time. Members do not have any specific right of use or access to Non-Core Property other than in accordance with this Constitution.

No Profit or Advantage

- 17C. No person other than the Group or its members shall directly or indirectly derive any profit or advantage from the fact that the Registered Club is or may be registered in accordance with the provisions of Part II of the Registered Clubs Act or any other relevant legislation or from any added value which may accrue because of such registration to the land upon which the Hospitality Venue Premises are situated.

Power to Lease

- 17D. The power to lease contained in the Constitution shall not be exercised in respect of any part or parts of the Hospitality Venue Premises which may be the subject of a Certificate

of Registration granted under the provisions of the Registered Clubs Act or any other relevant legislation other than in accordance with Section 41J of the Registered Clubs Act.

No Payment to Board Members

18. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Group or any office of the Group paid by fees and that no remuneration shall be given by the Group to any member of such Board of Directors or Governing Body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods.

CONSTITUTION
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SECTION 6

LIQUOR AND GAMING

Sale of Liquor

19. Liquor shall not be sold, supplied or disposed of on the Hospitality Venue Premises other than in accordance with the *Liquor Act* or any other relevant legislation.

Functions Under Registered Club's Act

20. Paragraph 19 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

Gaming

21. Gaming shall only be conducted on the Hospitality Venue Premises in accordance with the *Gaming Machines Act* and all or any other relevant legislation.

No Payment Based on Liquor Sales

22. The Chief Executive Officer or any employee, director or member of any committee of the Group shall not be entitled under this Constitution 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 Group or the receipts of the Group for any liquor supplied or disposed of.

No Prize or Reward for Director and Associates

23. Directors and employees (and their spouse or partner) shall not be eligible for the receipt of any prize, benefit or reward other than as may be specified by the Board of Directors from time to time whether or not such person is a member of the Registered Club.

No Sharing of Gaming Receipts

24. Subject to subsection 2(b) of Section 73 of the *Gaming Machines Act 2001*, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

No Interest in Gaming Machines

25. Subject to subsection 2 of Section 74 of the *Gaming Machines Act 2001*, the Registered Club shall not grant any interest in an approved gaming machine kept by the Registered Club to any other person.

Responsible Service of Alcohol and Liquor Accord

26. The Registered Club is obliged to ensure a safe and responsible drinking environment and as a consequence the Group:
- (i) has adopted certain policies/codes of conduct relating to the consumption of alcohol and acceptable patron behaviour whilst on or seeking entrance to the Hospitality Venue Premises; and
 - (ii) has joined the Shellharbour Liquor Accord and has or will embrace the Liquor Accord Terms, to be adopted or varied from time to time by the Shellharbour Liquor Accord; and
 - (iii) will enforce such multi venue exclusions and barring policies of the Liquor Accord.
- 26A. The Board may, by majority resolution, determine to discontinue the Clubs membership or association with the Shellharbour Liquor Accord on such basis as the Board considers appropriate.

Multi-Venue Exclusion

27. All members and visitors of the Group who are or become the subject of a multi venue exclusion, ban or barring order shall be subject to disciplinary action by the Group as provided in paragraph **42** of the Constitution.

Provision of Identification Details

28. As part of the Group's obligations under the Shellharbour Liquor Accord Terms, the Group may be required to provide certain identification details and information to the Liquor Accord in respect of members who may become or be investigated in respect of a multi venue exclusion, ban or barring. Each member consents to the provision of such information by the Group.

CONSTITUTION
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SECTION 7

MEMBERSHIP

Membership Numbers

29. For the purposes of registration but not by way of limitation the number of members of the Registered Club is declared not to exceed fifty thousand (50,000) but the Board may, with the approval from the relevant authority and any other necessary approval, from time to time register an increase or decrease of members beyond or below such figure.

Membership Classification

30. The membership shall be divided into the following classes:
- a. Ordinary Members
 - b. Life Members
 - c. Honorary Members
 - d. Temporary Members

Membership Eligibility

- 31.
- a. No person under the age of eighteen (18) years shall be admitted as a member
 - b. **Ordinary members** shall be those persons who have made application for membership in accordance with this Constitution and have been duly admitted.
 - c. **Life Membership** may be conferred upon an Ordinary Member who has rendered outstanding service to the Group. The Board will from time to time adopt certain criteria to establish what constitutes outstanding service and to assist in determining whether or not a member has rendered outstanding service to the Group and the Community. Before recommending a member for Life Membership to a General Meeting, the Board shall ensure that such criteria has been satisfied. To be eligible for Life Membership a member must be recommended by the Board and such recommendation subsequently endorsed by a two-thirds majority of members present and voting at a general meeting. A Life Member shall have all the rights and privileges of an Ordinary Member and shall be subject to the same obligations including contributions to winding up except that the Life Member shall not from the date of election to Life Membership be liable to pay any further subscription, levy or other contribution. Any reference in the Constitution to an Ordinary Member shall unless specifically excluded mean and include a Life Member.

- d. The following persons may at the discretion of the Board be admitted as **Honorary Members**:
 - (i) The Patron or Patrons for the time being provided that this number does not exceed six (6).
 - (ii) Any prominent citizen or dignitary visiting the Hospitality Venue Premises for a special occasion or a special event. Honorary Members shall be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions but shall otherwise be subject to the same obligations as Ordinary Members. Except as aforesaid Honorary Members shall be entitled to exercise all the facilities of the Hospitality Venue Premises.
 - (iii) No Honorary Member shall be permitted to hold any office in the Group or to attend or vote at any meeting of the Members.
 - (iv) The Board may cancel the Honorary Membership of any person at any time without assigning any reason therefore.
- e. The Board or Authorised Officers may admit **Temporary Members** to the Hospitality Venue Premises on the following basis:
 - (i) No temporary member shall be permitted to hold any office in the Group or to attend or vote at any meeting of the members and the board may cancel the temporary membership of any person at any time without assigning any reason therefore.
 - (ii) When a Temporary member first enters the Hospitality Venue Premises proof of identity is to be provided and the following particulars shall be entered in the Group's Records:
 - i. the name in full 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.

Membership Admission

32.

- a. A person shall not be admitted as an ordinary member referred to in paragraph **31** above unless that person is elected to membership by a resolution of a duly appointed Membership Committee of the Group, or the Board.
- b. The names of the applicants for membership presented to the Membership Committee meeting shall be recorded by the Chief Executive Officer.
- c. Every application for membership shall be signed by the applicant and shall be in such form as the Board may from time to time prescribe and shall contain the

following particulars:

- (i) The full name of the applicant;
 - (ii) The residential address of the applicant;
 - (iii) The date of birth of the applicant;
 - (iv) The signature of the applicant;
 - (v) Such other particulars as may be prescribed by the Board from time to time.
- d. Every form of application for membership shall be presented by the applicant to an authorised officer of the Group together with:
 - (i) the entrance fee (if any) and the appropriate subscription;
 - (ii) such identification as may reasonably be required.
- e. The authorised officer to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of the applicant as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Chief Executive Officer for submission for consideration by the Membership Committee pursuant to paragraph 32(a) hereof.
- f. A person whose application has been signed by an authorised officer in accordance with paragraph (e) and who has paid the entrance fee (if any) and the first annual subscription for the membership applied for shall become a Provisional member until determination of the application by the Membership Committee.
- g. Provisional membership shall cease:
 - (i) upon the provisional member being elected to ordinary membership; or
 - (ii) upon the application for membership being rejected by the Membership Committee.

Authorised Officer

33. For the purposes of this Constitution, a reference to an authorised officer refers to a person who has been duly authorised and appointed by the Board to receive, process and forward applications for membership to the Chief Executive Officer in accordance with paragraphs (d), (e) and (f) contained therein.

Publicising Applications for Membership

34. Each application for membership shall be published in the manner prescribed from time to time by the Board.

Applications to be Dealt With

35. The Membership Committee shall as soon as possible deal with the application provided that the names of applicants may be placed on a waiting list until such time as

the Membership Committee is able to resolve to admit further members.

Rejection of Application

36. The Membership Committee may reject any application for membership without assigning any reason for such rejection. The Chief Executive Officer shall notify the candidate and return the amount of any entrance fee and subscription lodged with his/her application.

Election to Membership

37. On the election of a member the Membership Committee shall notify such member of his/her election.

38. Membership Obligations

- a. Every person elected to membership and informed of his/her election as directed by the foregoing Paragraph agrees to and shall be deemed to be bound by the Constitution and by-laws and the payment of the entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive of such agreement.
- b. Every member must produce his/her membership card and any other acceptable form of identification upon request by the Chief Executive Officer or delegated officer as required or to gain admission to the Hospitality Venue Premises.
- c. No member shall make available his or her membership card to any other person for any purpose whatsoever and any member who breaches this provision shall be liable to disciplinary action and shall reimburse the Group the amount of any fine, cost or expense incurred in respect thereof.

Offences by Members

- d. It shall be an offence for any member to:
 - i. Seek admission or entrance or remain on the Hospitality Venue Premises whilst, in the reasonable opinion of the Chief Executive Officer or responsible officer if the member is showing signs of intoxication or the effects of any illicit drug or substance or if the member introduces liquor on the Hospitality Venue Premises without permission.
 - ii. Use objectionable or obscene language or behave or conduct himself or herself in a manner which the Chief Executive Officer or responsible officer considers to be inappropriate or offensive and/or not in the best interests of the Group.
 - iii. Damage Group property.
 - iv. Remove Group property without proper authority.

- v. Enter or remain on Group premises at unauthorised times.
- vi. Disregard the lawful instructions of any member of the Board of Directors or an authorised officer when duly warned by same.
- vii. Infringe the rules and by-laws of the Group.
- viii. Cause offence to any member or members of the Group which is prejudicial to the good order of the Group or the comfort or welfare of any such member or members.
- ix. Organise, arrange or partake in any betting or gambling or the playing of any games without the approval of the Board of Directors or Chief Executive Officer.
- x. Sell or supply liquor to any non-member under eighteen (18) years of age or permit any non-member under eighteen (18) years of age to operate or play gaming machines.
- xi. Lend his or her membership card to any other person for any purpose.
- xii. Display, distribute or exhibit or attempt or cause to display, distribute or exhibit any subscription list, promotional material, advertisement, "how to vote" tickets or information or any literature within the Hospitality Venue Premises without the permission of the Board of Directors or Chief Executive Officer.
- xiii. Incur any debt except by prior arrangement with the Chief Executive Officer or fail to repay any debt so incurred within the approved terms thereof.
- xiv. Tender payment to the Group by way of a cheque where such cheque is not met on presentation to the member's banker.
- xv. Operate, play or seek to operate or play gaming machines contrary to the standard operating instructions in respect of such machines and any rule, regulation, policy or by-law approved by the Board of Directors from time to time.
- xvi. Breach any provision of this Constitution or any rules, regulations, policies or by-laws adopted by the Board of Directors from time to time.

Membership Committee

39.

- a. The Board may delegate to a committee called the Membership Committee (pursuant to paragraph **56** or **66(a)**) the authority and power of the Board to deal with and determine all applications for membership except such applications as are for life membership or honorary membership, which Committee shall also constitute the Disciplinary Committee.

- b. The Membership Committee shall consist of such persons as the Board of Directors shall appoint from time to time.
- c. Where any application for membership dealt with by the Membership Committee is declined, the applicant shall have the right to appeal that decision to the full Board who shall determine such appeal within two (2) months of receipt thereof.
- d. The Board shall not be obliged to give reasons for its determination of such appeal.

Employees May be a Member

- 40. An employee of the Group shall be entitled to be a Member.

Resignation of Member

- 41. A member may at any time resign his/her membership but shall continue to be liable for current entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Two Dollars (\$2.00) as a member of the Registered Club.

Disciplinary Proceedings

- 42. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution and the by-laws rules and regulations adopted from time to time, or if any member shall in the opinion of the Chief Executive Officer or delegated officer be guilty of any conduct deemed by the Chief Executive Officer or delegated officer to be unbecoming of a member or prejudicial to the interests of the Group or if any member is or becomes subject to a multi venue exclusion, ban or barring order as referred to in paragraph 26 hereof such member may be suspended or expelled by the Disciplinary Committee established pursuant to paragraph **66(q)** hereof.

PROVIDED:

- a. That at least one (1) week before the meeting of the Disciplinary Committee at which such action is dealt with the member concerned shall have been notified in writing of the intended action and that he/she shall be entitled to attend and that he/she shall at such meeting and before such resolution has been moved have an opportunity of giving orally or in writing any explanation or defence he/she may think fit.
- b. The meeting shall be held within two (2) months of the date of the alleged offence or the date on which the charge is laid, and its deliberations shall be confidential.
- c. Any resolution under this rule shall require for its passage the affirmative votes of a simple majority of the members of the Disciplinary Committee present at such meeting and the decision of the Disciplinary Committee shall be final subject to the right of appeal set out in paragraph **67** hereof.
- d. Any member notified or any member proposed to be notified in accordance with

clause (a) above may be immediately suspended from all privileges of membership until such time as the meeting is held provided that if for good reason a decision is deferred the Disciplinary Committee may further suspend or restore such privileges until a resolution dealing with the member is passed.

- e. That any member aggrieved by the determination of the Disciplinary Committee shall have a right of appeal to the Board of Directors pursuant to paragraph **67** hereof.

Debts Due by Member

- 43. Should a member incur any debt to the Group and fails to discharge such debt upon request in writing by the Chief Executive Officer he/she may by resolution of a meeting of the Membership Committee be suspended or expelled from membership provided that before so resolving the Membership Committee shall give the member concerned due notice of its intention to take such course. The provisions of paragraph **42** shall not apply in these circumstances.

Forfeiture of Rights of Member

- 44. Every person ceasing to be a member whether by retirement, expulsion, death, neglecting to pay the entrance fee or the subscription or otherwise shall forfeit all rights or claims upon the Group or its property or assets.

Suspension of Member

- 45. Any member suspended pursuant to paragraph **42** and **43** inclusive shall not, during the period of such suspension not, be entitled to:
 - a. attend at the Hospitality Venue Premises for any purpose without the permission of the Board;
 - b. participate in any of the social or sporting activities of or at the Hospitality Venue Premises or any sub club without the permission of the Board;
 - c. attend or vote at any meeting or election of the Group;
 - d. nominate or be elected or appointed to the Board for a period of three (3) years following the period of suspension;
 - e. propose, second or nominate any eligible member for any office of the Group;
 - f. propose, second or nominate any eligible member for Life Membership.

Register of Members

- 46.
 - a. The Chief Executive Officer shall keep at the Registered Office a register/record of members setting forth the name and address of each member and specifying the class of membership to which he/she belongs and the date of the last payment by each member of his/her subscription.

- b. The Chief Executive Officer shall keep at the Registered Office a register/record in which he/she shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in the register/record kept pursuant to part (a) of this Rule) who are admitted as Honorary Members and Temporary Members for a limited period and the dates upon which such period commenced and terminates.
- c. Every member shall notify the Chief Executive Officer in writing of any change of address. The address so given shall be deemed to be the member's registered address for the purpose of issue of notices.

Delegated or Authorised Officer

- 47. The Chief Executive Officer or the Board of Directors may from time to time nominate a person or persons as delegated or authorised officers for the purposes of ensuring compliance with the Members' and Visitors' Obligations.

Entrance Fees and Subscriptions

- 48. The entrance fees, annual subscriptions and other annual fees or charges payable by any class of members, the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not herein specially provided for shall be such as shall from time to time be prescribed by the Board provided that the annual Subscription shall be not less than Two Dollars (\$2.00).

All fees, charges and subscriptions payable by any member shall be paid in advance on or before 1 July in any year where such subscriptions fees or charges are due

Unfinancial Members

- 49. Subject to paragraph 54 Members unfinancial on the 1st September in any year in which his/her subscription is due shall be removed from the Membership Register. A reminder shall be provided by the Chief Executive Officer to members of the provisions of this Rule but no further notice need be given.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 8

BOARD OF DIRECTORS

MANAGEMENT

50. The determination of Strategic direction in line with the Vision, Mission and Objects of the Group, the management and the custody and control of its funds and property shall be vested in the Board of Directors which shall consist of up to nine (9) members of which seven (7) will be elected by Members and two (2) will be appointed by the Board of Directors.

Board Appointed Directors

51. At the General Meeting of the Group seven (7) directors elected shall be declared to hold office in accordance with paragraph **52** hereof and following election of the directors at the General Meeting, the directors shall at their discretion appoint two (2) further persons as Directors and those persons shall hold office for such period as the Board of Directors shall nominate at the time of the appointment. Following appointment by the Board of Directors of the two (2) additional Directors, the appointment thereof shall be ratified at the next General Meeting.

Triennial Rule

52. The Directors to be elected and declared at the Annual General Meeting shall be elected in accordance with the Triennial Rule for election of Directors for a term of three (3) years as provided in Schedule 4 of the *Registered Clubs Act 1976* as follows:

- a) For the purposes of this rule:

“General Meeting” means a meeting of the Members at which members of the Board of Directors (governing body) are to be declared as elected.

“Triennial Rule” means this rule which is in accordance with Schedule 4 of the Registered Clubs Act.

“Year” means the period between successive General Meetings.

- b) **First General Meeting under Triennial Rule**

- i. The members elected to the Board of Directors (governing body) at the first General Meeting at which the Triennial Rule applies shall be divided into three (3) groups.

- ii. The groups shall be determined by drawing lots and shall be as nearly as practicable equal in number and shall be designated as group 1, group 2 and group 3.
- iii. Unless otherwise disqualified, the members of the Board of Directors (governing body) shall hold office for the following terms:
 - group 1 shall hold office for one (1) year; and
 - group 2 shall hold office for two (2) years; and
 - group 3 shall hold office for three (3) years.

c) Subsequent General Meetings

At each General Meeting held while the Triennial Rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board of Directors shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.

d) Casual Vacancies

- i. A person who fills a casual vacancy in the office of a member of the Board of Directors elected in accordance with this Triennial Rule shall, unless otherwise disqualified, hold office until the next succeeding General Meeting.
- ii. The vacancy caused at a General Meeting by a person ceasing to hold office under sub-clause (i) shall be filled by election declared at the General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the General Meeting.

e) Re-Election

A person whose term of office as a member of the Board of Directors under this Triennial Rule expires is not for that reason ineligible for election for a further term.

f) Revocation of Triennial Rule

- i. If the Triennial Rule is revoked at a General Meeting, all the members of the Board of Directors cease to hold office or if the Triennial Rule is revoked at a meeting other than a General Meeting, all the members of the Board of Directors cease to hold office at the next succeeding General Meeting and in either case an election shall be held and declared at the meeting.

- ii. The Triennial Rule cannot be revoked by the Group if the rule is taken to apply pursuant to a regulation made for the purposes of Section 30(1)(a1) of the Registered Clubs Act.

Board's Delegation

- 53. The Board of Directors may delegate specific tasks or functions to a Management Committee consisting of a number of senior employees as nominated from time to time by the Board.

Board Discretion

- 54. The Board may at its discretion:
 - a. Fix a charge for the use of property or services of the Group by its members and may at any time amend or remove such charge and may make such additional levies as may be necessary from time to time to keep the Group in a sound financial position.
 - b. Suspend the payment of entrance fees at any time either generally or in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

Management Committee

- 55. The Management Committee appointed by the Board shall be authorised to oversee the performance of all strategic and operational matters relevant to the Group and to make recommendations to the Board of Directors or as maybe directed from time to time by the Board of Directors to appropriate Committees appointed by the Board.

Board Appointed Committees

- 56. The Board of Directors may delegate any specific tasks or functions to a Committee which Committee shall be constituted at the discretion of the Board from time to time. The Board may second any other person with the requisite skills necessary onto any Committee and such persons so seconded shall have the level of involvement and authorisation as approved or prescribed by the Board from time to time and shall be appointed for such duration as the Board of Directors consider necessary or appropriate.

Adoption of Charters and Policies

- 57A. The Board of Directors have adopted and will from time to time adopt various Charters and Policies which will have the force and effect of regulations or by-laws of the Registered Club and such Charters and Policies shall enable and empower the Board of Directors to fulfil the Corporate Vision, Missions, Values and Objects of the Group. The Board of Directors may from time to time vary, amend remove or replace such Charters and Policies at its discretion.

Strategic Plan, Estate Mandate and Estate Plan

- 57B. The Board each year will review and adopt the Strategic Plan, Business Plan and 5 year Financial Plan to enable and empower the Group to achieve its Vision, Mission, Values and Objects.

Eligibility of Board Members

58.

- a. Subject to the remaining sub paragraphs hereof, all Financial Ordinary and Life Members who are not otherwise disqualified by the provisions of this Constitution or any Rules or Regulations made thereunder shall be eligible for election or appointment to the Board of Directors. No Member of the Registered Club who is also an employee of the Club shall be eligible to be a Member of or be elected or appointed to the Board of Directors.
- b. A member shall be disqualified from nominating for or being elected or appointed to the Board of Directors if that person:
 - (i) has been declared bankrupt or insolvent;
 - (ii) has been suspended from membership within a period of three years prior to the time of nomination for election or appointment;
 - (iii) is indebted to the Group at the time of nomination for election or appointment;
 - (iv) has, in the period five (5) years preceding nomination, been convicted of an offence connected with the promotion formation or management of a company or involving fraud; and

Where any such event as listed above occurs to a Director during the period of the Director's term of office, such Director shall be disqualified from continuing in the role of Director.

- c. Members of the Board of Directors are required to be and remain active members of the ClubsNSW Directors Institute (CDI) (or any replacement organisation) and shall adhere to and embrace the ClubsNSW Code of Practice as adopted by the Board and embrace and work towards implementation of the Corporate Vision, Missions and Values of the Group. All Board Members are obligated to attend and complete training and development seminars conducted by CDI and any other educational courses specified by the Board of Directors and satisfy minimum mandatory requirements for training and education of Directors.
- d. Any person who proposes to or nominates for election as a Director shall:
 - i. attend a pre-nomination information program/session as determined by the Board of Directors; and
 - ii. acknowledge his/her obligation to be bound by the provisions of paragraph **58c** hereof,

failing which the Group shall not be bound to accept such nomination.

Where the eligibility criteria specified in sub paragraph (c) and (d) above are not satisfied by a nominee, the Chief Executive Officer shall refer such nomination to the Board of Directors or the person nominated by the Board as the Returning Officer for the election, for final determination. The Chief Executive Officer, Board or Returning Officer must notify the nominee as to the outcome of such determination.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 9

ELECTION OF BOARD

Annual Elections

59. The Directors to be elected annually shall be elected by the general body of members from persons nominated as hereinafter provided;
- (i) At least fourteen (14) days (or such other period as the Board may determine) before the day fixed for the Annual General Meeting at which an election is to be held nominations for the position of Directors to be elected at that meeting shall be delivered to the Chief Executive Officer;
 - (ii) Out of the eligible nominations the general body of members shall elect those Directors to be elected at that meeting.

Nomination of Candidates

- 60.
- a. Nominations for election to the Board of Directors shall be made in writing and signed by the nominee and signify his/her consent to the nomination.
 - b. The Returning Officer shall immediately after closing of nominations prepare a Ballot Paper. The order in which the names of candidates shall be placed on the Ballot Paper shall be the order in which their names are drawn from a box containing the names of all candidates. The Ballot Paper shall be signed by the Returning Officer. A copy of the Ballot Paper shall immediately thereafter be posted on the notice board, the Group website or by some other electronic or digital means and shall constitute the Ballot Paper used for the election of the Board of Directors.
 - c. If the full number of candidates for the positions of director are not nominated as prescribed, additional nominations with the consent of the nominee or nominees may be made at the Annual General Meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated these shall be duly elected.
 - d. The method of ballot if this shall become necessary at the meeting, shall be determined by a simple majority of the members present at the meeting on a show of hands, provided however, that should the Board of Directors so elect at the commencement of the meeting, a secret ballot shall be conducted.

Election Process

61. If at the time of closing of nominations it shall be necessary to conduct an election by ballot then same shall be conducted in the following manner:

The Returning Officer shall prepare and supervise the ballot which shall be secret. Voting shall be conducted at the Registered Office under the constant scrutiny of the Returning Officer or his/her assistant as soon as possible prior to the date of the meeting and at the following times:

Friday	2.00 p.m.	to	8.00 p.m.
Saturday	12 noon	to	5.00 p.m.
Sunday	10.00 a.m.	to	5.00 p.m.

Upon closing of the ballot, the Returning Officer will count the votes and declare the result of the ballot. Each candidate or one scrutineer on his/her behalf shall be entitled to be present at and to witness the counting of votes. If there shall be a tie any election necessary, as a result thereof, shall be made at the annual general meeting.

Election of Officer Bears and Committees

62. a. The election and appointment of the President and Vice-President from the seven (7) Board Members duly elected as above, shall be made by the Board at its first meeting after the annual general meeting at which the Board of Directors is elected. Any changes to the President or Vice-President during the ensuing years shall also be made by the Board.
- b. The Board shall, at its first meeting after the Annual General Meeting appoint its various members to the Committees of the Board.

Services Voluntary

63. Subject to the provisions of paragraphs **17** and **18** of the Constitution hereof as applicable to honoraria, no member of the Board shall receive any remuneration for his services in his capacity as a member of the Board.

Votes of Members

64. Every member eligible to vote shall vote on a show of hands and on the taking of a poll have one vote, provided however, that should the Board of Directors or the President so elect at the commencement of any meeting or prior to any vote being taken, a secret ballot shall be conducted.

Members Voting Rights

65. a. Ordinary Members and Life Members shall be deemed to be the general body of members who shall alone be entitled to take part in the management of the Group and to attend and vote at any meeting of the Group.

- b. No Ordinary Member shall be entitled to attend or vote at any meeting unless his/her entrance fee, subscription and/or any other fees or charges then due and payable shall have been paid.
- c. No employee shall be entitled to vote at any meeting of the Group.
- d. No employee shall be a member of or be eligible to stand or be elected as a member of the Board.
- e. No employee who is a member shall be permitted to attend meetings of the Group except in the course of duty unless otherwise expressly permitted by the Board.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 10

POWER AND DUTIES OF BOARD

Powers and Duties

66. The business and general affairs of the Group shall be under the management of the Board which shall have full control of the property and income of the Group and the conduct and administration of all the affairs and the business of the Group except in so far as is otherwise expressly provided by this Constitution. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have the following powers from time to time:

Sub-Committees

- a. To appoint from among its members or members or senior management Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit.

By-Laws Rules and Regulations

- b. To make such by-laws, rules or regulations and adopt such Charters and Policies as in the opinion of the Board are necessary for the proper control, administration and internal management of the Group's affairs, interests, effects and property and for the convenience, comfort and well being of the members and to amend or rescind from time to time any such by-laws, rules and regulations.

Enforce By-Laws

- c. To enforce the observance of all by-laws, rules or regulations by expulsion or suspension from enjoyment of Registered Club privileges.

Delegates of Club

- d. To appoint any delegate or delegates to represent the Group for any purpose with such powers as may be thought fit.

Employees

- e. Authorise the Chief Executive Officer to engage, control and dismiss the Group's employees or paid officials.

Chief Executive Officer

- f. To appoint, discharge and arrange the duties of the Chief Executive Officer.

Acquire Property

- g. To purchase or otherwise acquire any property, rights or privileges which the Group is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

Contracts

- h. To secure the fulfilment of any contracts or engagements entered into by the Group by mortgaging, charging or securing all or any of the property of the Group as may be thought fit.

Legal Proceedings

- i. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Group or its officers or otherwise concerning the affairs of the Group and also to compound or allow time for payment and satisfaction of any debts due to any claims or demand by or against the Group.

Signatories

- j. To determine who shall be entitled to sign or endorse on the Group's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

Deal with Property

- k. To invest and deal with any of the moneys, property or assets of the Group in accordance with this Constitution.

Borrow and Secure Funds

- l. From time to time to borrow or secure the payment of any sum or sums of money for the purposes of the Group and to borrow, raise or secure the payment of such sum or sums of money for the purposes of the Group in such manner and upon such terms and conditions in all respects as it shall think fit and whether charged upon or secured against all or any of the Group's property both present and future and to enter into any mortgage, charge, debenture or security interest upon or over all or any part of the Group's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board of Directors may think proper to confer on the holders.

Disposal of Property/Assets

- m. To sell, exchange, or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Group and let, lease or licence the

property of the Group, exchange or sell, subdivide, develop or carry out construction on all or any of the lands and buildings or other property or rights of the Group but only pursuant to Section 41J of the Registered Clubs Act.

Honorarium

- n. To recommend the amount of honorarium payable to any member of the Board of Directors under paragraph **18** of this Constitution and subject to subsequent approval by a General Meeting to pay such honorarium.

Directors' Expenses

- o. To repay actual out-of-pocket expenses incurred by any member of the Board of Directors.

Employees

- p. Notwithstanding the provisions of paragraph **71(e)** hereof the Board may delegate to the Chief Executive Officer for the time being powers of engagement in and dismissal from employment of the paid employees or paid official of the Group.

Delegate to Chief Executive Officer

- q. The Board may delegate to the Chief Executive Officer or any Committee nominated by the board for that purpose for the time being, disciplinary powers pursuant to paragraph **42** hereof, such disciplinary powers to be exercised in accordance with the specific direction of the Board.

Appeal from Determination of Sub-Committee or authorised officer:

- 67. Where the Board delegates its power or powers pursuant to paragraphs **32, 33, 55** and **66(a), 66(p)** and **66(q)** and the delegated power is exercised, any member or person aggrieved by the determination pursuant to the delegated power has the right to appeal to the Board provided that such appeal must be in writing and delivered to the Chief Executive Officer for the attention of the Board of Directors within thirty (30) days of posting of the notice/letter to the member or person advising the determination. For the purpose of this paragraph, delivery to the Chief Executive Officer shall be deemed to be effected if written notice of the appeal is either delivered by hand or sent by prepaid, certified mail to the office of the Chief Executive Officer for the time being.

Limitations of Appeals and Actions

- 72A The decision of the Board of Directors duly made in accordance with its powers under this Constitution shall be final and conclusive, manifest error excepted, and the Board shall not be required to subscribe its reasons for any such decision. The Group, the Board and any member thereof, and any officer or employee of the Group, shall not be liable for any action, costs or damages howsoever incurred as a consequence of any such decision or any act done or notice given or caused to be done or given as a consequence thereof or by any person distressed or affected by or challenging any decision of the Board.

By-Laws, Rules, Policies & Charters

68.

- a. Any by-law, rule or regulation made by the Board shall come into force and be fully operative upon the posting of a copy thereof on the notice board, the Group's website or otherwise electronically or digitally communicated to Members.
- b. Any Corporate Policy adopted by the Board shall be effective and shall come into force from the date it is adopted by the Board; and
- c. Any specific Charter adopted by the Board for the purpose of any committee or sub-committee established by the Board for the guidance of that committee or sub-committee shall be effective from the date of its adoption or amendment by the Board.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 11

BOARD MEETINGS AND ACTIONS

Meetings

69. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be properly recorded as required by law. The quorum of the Board shall be four (4) elected members.

President to Preside – no deliberate vote

70. The President shall, if present, preside at all meetings of the Board, in his/her absence the Vice-President shall preside and in the absence of both President and Vice-President, the Board shall elect an Ordinary Member of the Board to be Chairman of the Meeting. The Chairman of the Meeting shall have a deliberative vote only.

Resolutions

71. A resolution or motion of the Board shall have effect if it is passed by a majority of the members of the Board present and voting.

Casual Vacancies

72. Where any casual vacancy occurs on the Board, such vacancy shall be filled by the Board at the Board's discretion and the appointee to fill such casual vacancy shall satisfy the provisions of paragraph **58** hereof. Where a Director seeks leave of absence from the Board, the Board shall be entitled to grant such leave of absence which shall be treated as a casual vacancy. The person appointed by the Board to fill any casual vacancy shall be appointed for the period specified by the Board at its discretion.

Disqualification from Office

73. If any Director shall fail to attend a regular Board meeting for three (3) consecutive meetings without leave of absence or if he/she shall resign or ceases to be a member or is suspended from membership for any period of time or if he/she shall become bankrupt or of unsound mind or if he/she is otherwise disqualified by law or fails to meet or satisfy the provisions of this Constitution and any rules or regulations made thereunder, he/she shall cease to be a Director and the casual vacancy occurring shall be filled by the Board as above provided.

Acts of Board of Directors

74. Bone fide decisions of the Board and any actions of any Director shall be valid and effective notwithstanding that there may have been some irregularity or defect in the election or appointment of any Director or any technical irregularity or discrepancy at a Board Meeting.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 12

CHIEF EXECUTIVE OFFICER

75.

- a. There shall be a paid Chief Executive Officer of the Group who shall be the Chief Executive Officer of the Group and Secretary of the Registered Club. The Chief Executive Officer shall be subject to the control, authority and directions of the Board and shall carry out such duties as may be determined from time to time by the Board. The salary of the Chief Executive Officer shall be determined by the Board by contract or otherwise from time to time.
- b. The Board may also appoint a person to act as Chief Executive Officer in the absence of the Chief Executive Officer.
- c. No payment to any Chief Executive Officer or person acting in that capacity or any other officer or servant or official of the Group shall be made by way of commission or allowance from or upon the receipts of the Group from liquor sold or from the keeping, using and operations of electronic gaming machines or other gambling facilities.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 13

GENERAL MEETINGS OF MEMBERS

Notice to Members of Meeting

76. Notice to all members of all general meetings of the Group (including annual general meetings) shall be sufficient for all purposes if given by the means adopted by the Board from time to time including electronic transmission or digital transmission or display to members or as otherwise prescribed or required by Law.

Annual General Meeting

77. The annual general meeting shall be held at the Registered Office on a Sunday morning in a month within 5 months of the end of the financial year pursuant to the Act of which at least twenty-one (21) days' notice shall be given.

Extraordinary General Meeting

78. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

Calling EGM

79. An Extraordinary General Meeting may be called on any date by the Board and must be called by the Board upon receipt by it of a written requisition which need not be in one (1) document signed by not less than 200 Ordinary or Life Members stating the business to be considered. On receipt of such a requisition the Board shall call such meeting to be convened within sixty (60) days after receipt thereof.

Notice of General Meeting

- 80.
- a. Every notice convening a general meeting shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution or by the Act.
 - b. The period of notice in respect of general meetings shall be twenty-one (21) days in respect of annual general meetings and extraordinary general meetings.

Quorum

81. At any annual general meeting and extraordinary general meeting, thirty (30) Ordinary or Life Members present in person shall form a quorum. If a quorum be not present

within fifteen (15) minutes of the time fixed for such meeting, same shall be adjourned to the same day in the next week at the same time and place provided however when such meeting has been convened on or by requisition of Ordinary members same shall be immediately dissolved. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time fixed the Ordinary members present shall form a quorum.

Resolutions

82. A resolution shall have effect as a special resolution if it is duly passed by a majority of not less than three-fourths of the members present and entitled to vote thereon. Any other resolution shall have effect if it is passed by a simple majority of members present and entitled to vote thereon. In each case the Chairman of the meeting shall have a deliberative as well as a casting vote.

Business of Annual General Meeting

83. The business of the annual general meeting shall be as follows:
- a. To confirm the minutes of the previous annual general meeting.
 - b. To receive reports from the Board and Senior Management.
 - c. To receive and consider the income and expenditure account, the balance sheet and the reports of the auditor or auditors.
 - d. To deal with any other business that the meeting may approve of which due notice has not been given.
 - e. Declare the election of or elect Directors for the ensuing year, should this be necessary under the appropriate provisions of this Constitution hereof; otherwise to announce the Board for the ensuing year.
 - f. To appoint an auditor or auditors.
 - g. To deal with any other business of which due notice has been given.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 14

PROCEEDINGS AT ALL GENERAL MEETINGS

President to Preside

84. The President shall, if present, be entitled to preside at all general meetings of the Group. In the event of the President being absent, a Vice-President shall preside and in the event of the President and Vice-President being absent the Board shall select a member of the Board to be Chairman of the meeting.

Show of Hands

85. Every question or motion submitted to a general meeting shall be decided in the first instance by a show of hands, provided however, that should the Board of Directors so elect at the commencement of any meeting, a secret ballot shall be conducted.

Declaration of Vote

86. At any general meeting unless a poll is demanded by the Chairman or by not less than two hundred (200) of the members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Adjournment of Meeting

87. The Chairman of the general meeting may with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

Poll Demanded

88. If a poll is demanded it shall be taken in such manner at such place and time as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.

Continuance of Meeting

89. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

Minutes

90. The Board shall cause minutes to be kept in the records provided for the purpose:
- a. of all appointments of Directors made in general meetings or by the Board;
 - b. of all meetings of the Board and of the names of the Directors present and voting at each meeting of the Board;
 - c. of the number of members present and voting at all general meetings;
 - d. of all resolutions and proceedings.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 15

ACCOUNTS AND FINANCIAL REPORTS

Financial Year

91. The financial year of the Group shall commence on the first day of July and end on the last day of June in each year.

Accounts and Audit

92. The Board shall cause proper accounts and books to be kept with respect to:
- a. all sums of money received and expended by the Group and the matters in respect of which the receipt and expenditure takes place;
 - b. all sales and purchases of goods;
 - c. all assets, credits and liabilities;
 - d. all such other matters in respect of which the Board considers it proper to keep records.

Financial Records to be kept at Registered Office

93. All Financial Records/accounts shall be kept at the registered office of the Group or at such other place as the Board thinks fit and shall always be open to the inspection of members of the Board.
94. Financial Accounts for General Meeting
- a. The Board shall from time to time in accordance with the relevant provisions of the Act, cause to be prepared and to be laid before the Annual General Meeting, such income and expenditure accounts balance sheets and reports as are referred to in the Act.
 - b. The report of the Board referred to in the foregoing subclause includes statements required by and in compliance with the Act and the law:
 - c. A copy of the balance sheet, auditor's report and income and expenditure accounts accompanied by a copy of the report of the Board shall be available to Members at least twenty-one (21) days before the date of the general meeting at which the said accounts and reports are to be presented.
 - d. The Board shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books or any of them shall be open to the inspection of the members of the

Group and no member (not being a member of the Board) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Board or by a resolution in a general meeting.

Audit

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

Audit Conclusive

96. Every account of the Board that is audited and approved by a general meeting shall be conclusive except as regards an error discovered therein within three (3) months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive. Whenever an error is discovered after the period of three months, an explanation as to such error, certified by the auditor, shall be put before the next general meeting for approval, adoption and/or ratification and upon such approval, adoption or ratification such amended account shall be conclusive.

Annual Returns

97. The Group shall make the requisite annual returns in accordance with the relevant provisions of the Act.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 16

MISCELLANEOUS PROVISIONS

Notice

98.

- a. Except in the case of notices of meetings as provided in paragraph **81** hereof, a notice may be given by the Group to any member either personally or by sending it by post to him/her to his/her registered address (if he/she has no registered address within the said State of New South Wales to the address if any within the said State supplied by him/her to the Group for the giving of notices to him/her).
- b. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been received at the expiration of five (5) days after the letter containing same is posted or in any other case at the time at which the letter would have been delivered in the ordinary course of post.
- c. If a member or visitor has no registered address within the State of New South Wales and has not supplied to the Group an address within the said State of New South Wales for the giving of notices to him/her, a notice posted to the last known address shall be deemed to be well served on such member at the expiration of five (5) days after it is so posted. Notices shall also be deemed sufficient and valid in the alternative method prescribed by paragraph **81** hereof.

Indemnity

99. Every Director, the Chief Executive Officer or other Officers of the Group or any person employed by the Group as Auditor shall be indemnified out of the funds of the Group against liability (including legal costs on a full indemnity basis) incurred by him/her as such Director, Chief Executive Officer, Officer, Auditor arising out of the defence of any proceedings whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted him/her by the Court or which he/she has been authorised to defend by the Board.

Amendments to the Constitution

100. The Constitution may be altered or amended by a special resolution called in accordance with the Act and these Rules for that purpose and in accordance with the procedures prescribed by the Act.

Authentication of Deeds And Documents

101. Subject to the provisions of the Act, any amendment thereto or re-enactment thereof, the following provisions shall have effect:
- a. All deeds and documents executed on behalf of the Group may (in so far as the same are within the powers and authorities of the Board) be in such form and contain such powers, provisos, conditions, covenants, clauses and agreements as the Board shall think fit.
 - b. All negotiable instruments and/or securities shall be accepted, made, drawn or endorsed for and on behalf of the Group and all cheques or orders for payment shall be signed on behalf of the Group in such manner and by such person or persons as the Board may from time to time determine.
 - c. All moneys belonging to the Group shall be paid to such financial institutions as the Board shall from time to time appoint and all receipts for money paid to the Group shall be issued by such officers as the Board may appoint for that purpose.

Head Notes

102. Head notes attached to any of these Rules shall not affect or have any authority in the interpretation of the Constitution and are only intended to be a guide.

CONSTITUTION
OF
SHELLHARBOUR WORKERS CLUB LIMITED

SECTION 17

DEFINITIONS

103. In this Constitution unless there be something in the subject or context inconsistent, the words and expressions below have the meaning ascribed to them as follows:

"The Act" means the *Corporations Act (Cth) 2001*. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"Annual General Meeting" means the General Meeting held annually as required by the Act and this Constitution.

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

"By-laws" means the by-laws for the time being in force, made in accordance with this Constitution.

"Chief Executive Officer" includes the Secretary, Secretary/Manager, Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer appointed to that office or any other title attributed to the person and the aforementioned titles mean "Chief Executive Officer" who shall be the Secretary of the Club, for the purposes of the Registered Clubs Act.

"Constitution" means this Constitution may be amended from time to time.

"Core Property" means the Hospitality Venue Premises.

"Corporate Policy/ies" means the policies adopted by the Board of Directors from time to time and entitled Corporate Policy/ies derived from the ClubsNSW Best Practice Guide, specialist accounting and/or legal advice and other relevant and appropriate sources which policy/ies shall be utilised by the Board of Directors, Management and any other sub-committee of the Board of Directors.

"Estate Mandate" means the establishment of the rules, protocols and procedures adopted by the Board of Directors from time to time for the implementation of the Strategic Plan.

"Estate Plan" means the plan adopted by the Board outlining the vision and framework for the development of the Group's assets forming part of the Strategic Plan.

"Financial Member" means a member who has been duly accepted by the Board and who has paid the entrance fee for membership and the annual subscription and shall have paid all other moneys due to the Group within fourteen (14) days after formal demand has been made for the same pursuant to a Resolution of the Board.

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

"Gaming Machines Act" means the *Gaming Machines Act 2001*. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision maybe amended in that legislation.

"Group" means the Registered Club and includes The Shellharbour Club and all or any other business or entity owned, operated or controlled by the Board.

"Hospitality Venue Premises" means that part of the Registered Club covered by any Certificate of Registration operated as a social recreational venue and operating in accordance with the Registered Clubs Act including the car park utilised for the purposes of the Hospitality Venue Premises.

"Member" in relation to the Hospitality Venue Premises means a person who is a full member or an honorary member as defined in this Constitution or any amendment thereto.

"Month" means calendar month.

"Non-Core Property" means all or any real estate owned or controlled by the Group which is not the "Core Property".

"Notice Board" means the facility approved by the Board of Directors on which notices for the information of members are posted including the Group's website or other electronic or digital means of publication of notices.

"Office" means the Registered Office for the time being of the Group.

"Ordinary Member" includes "Life Member".

"Register" means the register of members to be kept pursuant to the Act.

"Registered Club" means the operating entity, licensed to operate the Registered Club from the Hospitality Venue Premises for the purposes of the *Registered Clubs Act* or any other relevant legislation.

"Registered Clubs Act" means the Registered Club's Act 1976. Any reference to a provision of the Registered Club's Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Club's Act however that provision may be amended in that legislation.

"Registered Office" means the Hospitality Venue Premises at Cnr of Wattle and Shellharbour Roads, Shellharbour NSW.

"Regulations" means the regulations adopted by the Board from time to time.

"Returning Officer" means a person appointed by the Board of Directors to undertake an election by ballot.

"Rules" means the rules adopted by the Board from time to time.

"Special Resolution" has the meaning assigned thereto by the Act.

"Specific Charter" shall mean the charter adopted from time to time by the Board of Directors for the guidance of any committee or sub-committee as to the operation of that sub-committee.

"Strategic Plan" means the Estate Plan, Business Plan and 5-year Financial Plan.

"Written" and "in writing" include printing, typing, lithography, photocopying and any other mode of representing or reproducing words in visible form.

Words importing the singular number also include the plural and vice versa and words importing the masculine gender shall include, where applicable, the female gender and vice versa. Words importing persons shall include reference to Corporations.