
**CONSTITUTION OF MULWALA WATER SKI
CLUB LTD
ACN 002 320 630**

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Proposed New Constitution

Constitution

1. NAME OF COMPANY

The name of the Company is Mulwala Water Ski Club Ltd.

2. PRELIMINARY

- 2.1 The Company is a company limited by guarantee and shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 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.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.
- 2.5 The Constitution and By-laws of the Club have effect as a contract between:
- (a) the Club and each member; and
 - (b) the Club and each director;
 - (c) each member and each other member,
- under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.
- 2.6 Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

3. DEFINITIONS

- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (a) **"Act"** means the Corporations Act 2001 and any regulation made under the Corporations Act 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.
 - (b) **"AML/CTF Act"** means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.
 - (c) **"AML/CTF Policy"** means any determination or policy made by the Club for the purpose of complying with its obligations under the AML/CTF Act.
 - (d) **"Appointed Director"** means a director appointed under Rule 30.
 - (e) **"Board"** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (f) **"By-Laws"** shall mean the By-laws made in accordance with this Constitution.
 - (g) **"Chief Executive Officer"** includes Secretary, Acting Secretary, Secretary Manager, General Manager, or any other title attributed to the person who is the Chief Executive Officer of the Club for the purpose of the Registered Clubs Act.
 - (h) **"Club"** means Mulwala Water Ski Club Ltd ACN 002320630.
 - (i) **"Club Notice Board"** means a board designated as such and located in a

conspicuous place within the Club premises on which notices for the information of members are posted.

- (j) **"Code"** means the Registered Clubs Accountability Code contained in Schedule 2 to the Registered Clubs Regulation 2015. Any reference to a provision of the Code includes a reference to the same or similar provision in any code or other legislation replacing, amending or modifying the Code however that provision may be amended in that code or legislation.
- (k) **"Constitution"** means this Constitution.
- (l) **"Director Identification Number"** means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
- (m) **"Elected Director"** means a director on the Board who is elected to the Board or appointed to fill a casual vacancy on the Board in accordance with this Constitution.
- (n) **"Financial member"** means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any such payments are required).
- (o) **"Full member"** means any person who is in one of the categories of membership referred to in Rule 10.2.
- (p) **"Gaming Machines Act"** means the Gaming Machines Act 2001 and any regulation made under 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 may be amended in that legislation.
- (q) **"Liquor Act"** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (r) **"Liquor or Gaming Policy"** means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation.
- (s) **"Month"** except where otherwise provided in this Constitution means calendar month.
- (t) **"Non Financial member"** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- (u) **"Office"** means the general administrative office of the Club.
- (v) **"Quarter"** means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.
- (w) **"Registered Clubs Act"** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (x) **"Rules"** means the rules comprising this Constitution.
- (y) **"Secretary"** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any

other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

(z) **"Special Resolution"** has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

(aa) **"Sub club"** means any sub club that pursuant to a resolution of the Board under Rule 32.10 is or has been established by the Club.

3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

3.3 The term "in writing" includes any communication sent by post, email, text message or any other electronic means.

3.4 A person will be deemed to be present at a meeting and form part of the quorum at a meeting if they attend the meeting in person or by electronic means.

4. **OBJECTS AND POWERS**

4.1 The objects of the Club are to:

(a) purchase lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.

(b) manage, conduct, control and promote the sport of Water-Skiing in the Mulwala District or elsewhere.

(c) acquire, establish, maintain prepare and provide suitable areas, courses and places for the conduct and promotion of the sport of Water-Skiing in all its aspects, and the practicing, conditioning and training at Mulwala or elsewhere and to promote or assist in the provision of such activities for spectators to view and to provide, lay out, prepare, construct, alter or maintain club houses, pavilions, dressing rooms and other conveniences or facilities in connection with Water Skiing.

(d) render aid either financial or by other means to clubs and associations in the Mulwala District or elsewhere which clubs and associations are conducting Water Skiing or Water Skiing related activities.

(e) promote the sport of Water Skiing and conduct such sports games, social activities, amusements and entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.

(f) construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.

(g) construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.

(h) raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.

(i) promote and hold either alone or jointly with any other Association Club or persons competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no

member of the Club or other person shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match or sporting event or competition may be awarded to him.

- (j) subscribe to become a member of any co-operate with any other Club Association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any Club, Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club this Constitution.
- (k) acquire membership of the Registered Clubs Association of New South Wales and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interest of the Club and its social, sporting and other activities.
- (l) hold a club licence under the Liquor Act, gaming machine entitlements and own gaming machines under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (m) buy, prepare, make, supply sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainment and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas, ground, Club houses or premises of the Club.
- (n) purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and subject to the requirements of the Liquor Act and the Registered Clubs Act, to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (o) make, draw, accept, endorse, discount and execute and to issue Promissory Notes, Bills of Exchange, Debentures or other transferable or negotiable instruments of any description.
- (p) borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Clubs property (both present and future) and to purchase redeem or pay off any securities.
- (q) lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guaranteed business or undertaking or property both present or future of the Club.
- (r) 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 securities over the whole or any part of the real or personal property present or future of the Club.
- (s) invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of realise or otherwise deal with any such securities.

- (t) hire, employ and dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.
 - (u) improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
 - (v) take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
 - (w) promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
 - (x) sell or dispose of the undertaking of the Club or any part thereof for such considerations as the Club may think fit and in particular for shares, debentures or securities for any other company having objects altogether or in part similar to those of the Club.
 - (y) insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
 - (z) make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
 - (aa) do all or any of the abovementioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
 - (bb) do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 4.2 The meaning and effect of any object referred to in Rule 4.1 shall not be restricted by any other object, and each object will be interpreted and have effect as an independent power. Rule 4.1 is to be interpreted so as to widen and not restrict the powers of the Club.
- 4.3 The Club has the legal powers of an individual and a public company limited by guarantee under the Act.

5. LIMITED LIABILITY

- 5.1 The liability of the members is limited.

6. MEMBERS' GUARANTEE

- 6.1 Each member undertakes to contribute an amount not exceeding one dollar (\$1.00) if the Club is wound up:
- (a) while he or she is a member of the Club; or
 - (b) Within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

- 7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to some other institution or institutions:
 - (i) having objects similar to the objects of the Club;
 - (ii) which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under this Constitution; and
 - (iii) determined by the members of the Club at or before the time of dissolution or by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.
- 7.2 If and so far as effect cannot be given to clause 7.1 then if the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall be given to some charitable object.

8. PROPERTY AND INCOME OF THE CLUB

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution 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.
- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution 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 club licence under the Liquor 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 licence.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or

- (b) repayment of out of pocket expenses in accordance with Section 10(6) (d) of the Registered Clubs Act.

9. LIQUOR & GAMING

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 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.
- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member of any committee of the Club 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 Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 9.5 Subject to Section 73(2)(b) of the Gaming Machines Act, 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.
- 9.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 9.7 Under the AML/CTF Act the Club:
- (a) is a reporting entity;
 - (b) provides a designated service to its members and patrons;
 - (c) may be required to carry out such enquiries of members and other patrons, as considered necessary by the Club, to verify the member or patrons' identity; and
 - (d) may be required to undertake "enhanced due diligence" of certain members and patrons, in certain circumstances.
- 9.8 In Rule 9.7 "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.
- 9.9 Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any AML/CTF Policy and any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rules 20 and 21 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

10. MEMBERSHIP

- 10.1 No person under the age of eighteen (18) years shall be admitted as a member of the Club, other than as a Junior Sporting member.
- 10.2 Unless and until otherwise determined by the Board, the Full membership of the Club shall comprise the following categories:
- (a) Ski members;

- (b) Social members;
 - (c) Staff members;
 - (d) Junior Sporting (Ski) members;
 - (e) Non-Local Members;
 - (f) Legend Members
 - (g) Member for Life Member; and
 - (h) Life members.
- 10.3 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:
- (a) Provisional members; and
 - (b) Honorary members;
 - (c) Temporary members.
- 10.4 The number of Full members having the right to vote in the election of the Board shall not be less than such minimum prescribed by the Registered Clubs Act.

SKI MEMBERS

- 10.5 Ski members shall be persons who:
- (a) have attained the age of eighteen (18) years;
 - (b) make application for membership of the Club as a Ski member in accordance with this Constitution; and
 - (c) have been duly admitted to membership as a Ski member or transferred to Ski membership in accordance with this Constitution.
- 10.6 Ski members are entitled to:
- (a) such social and water skiing privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.

SOCIAL MEMBERS

- 10.7 Social members shall be persons who:
- (a) have attained the age of eighteen (18) years;
 - (b) have a principal place of residence within fifty (50) kilometres of the Club's Street address;
 - (c) make application for membership of the Club as a Social member in accordance with this Constitution; and

- (d) have been duly admitted to membership as a Social member or transferred to Social membership in accordance with this Constitution.

10.8 Social members are entitled to:

- (a) such social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
- (c) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

10.9 Unless otherwise determined by the Board, Social members are not entitled to any water-skiing privileges and advantages of the Club.

STAFF MEMBERS

10.10 Staff members shall be persons who:

- (a) have attained the age of eighteen (18) years;
- (b) are employees of the Club;
- (c) make application for membership of the Club as a Staff member in accordance with this Constitution; and
- (d) have been duly admitted to membership as a Staff member in accordance with this Constitution.

10.11 Staff members are entitled to such social and water skiing privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:

- (a) vote at general meetings (including Annual General Meetings) of the Club;
- (b) nominate for or be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership;
- (g) introduce guests to the Club; and
- (h) take part in any Club promotion including poker machine and Club Keno promotions.

JUNIOR SPORTING (SKI) MEMBERS

10.12 Junior Sporting Ski members shall be those persons who:

- (a) are under the age of 18 years;

- (b) make application for membership of the Club as a Junior Sporting member in accordance with this Constitution; and
 - (c) have been duly admitted to membership as a Junior Sporting member of the Club in accordance with this Constitution.
- 10.13 A person applying for Junior Sporting membership must satisfy the Board that they have an interest in taking an active part in the sporting activities of the Club regularly, and the Board must receive from the parent or guardian of that person a written consent to that person joining the class of membership applied for and taking part in the sporting and other activities of the Club.
- 10.14 Junior Sporting members shall be entitled to such privileges and advantages of the Club as may be determined by the Board from time to time but shall not be eligible to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership; and
 - (g) introduce guests to the Club.

NON LOCAL MEMBERS

- 10.15 Non Local members shall be persons who:
- (a) have attained the age of eighteen (18) years;
 - (b) have an ordinary place of residence which is more than fifty (50) kilometres from the Club's Street address;
 - (c) have made application for membership of the Club as a Non Local member in accordance with this Constitution; and
 - (d) have been duly admitted to membership as a Non Local member or transferred to Non Local membership in accordance with this Constitution.
- 10.16 Non Local members are entitled to such social and water skiing privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership; and
 - (g) introduce guests to the Club.

LEGEND MEMBERS

- 10.17 A Legend member shall be any member who in consideration of long and meritorious service to the Club has been granted Legend membership of the Club in accordance with this Constitution.
- 10.18 Legend membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.19 Candidates for Legend membership shall be proposed by one and seconded by another eligible member, submitted to the Board for approval.
- 10.20 If a nomination for Legend membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 10.21 If a nomination for Legend membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 10.22 If a nomination for Legend membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Legend member of the Club.
- 10.23 Every Legend member shall be entitled to all the rights and privileges of a Ski member.
- 10.24 A Legend member shall be relieved of payment of any annual subscription.
- 10.25 No more than one (1) member shall be made a Legend member of the Club in any one (1) financial year.

MEMBERS FOR LIFE

- 10.26 Members for Life members shall be persons who:
- (a) have attained the age of eighteen (18) years;
 - (b) have paid their annual subscriptions in advance for life;
 - (c) have made application for membership of the Club as a Member for Life member in accordance with this Constitution; and
 - (d) have been duly admitted to membership as a Member for Life member or transferred to Member for Life membership in accordance with this Constitution
- 10.27 Member for Life members are entitled to:
- (a) such social and water skiing privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.

LIFE MEMBERS

- 10.28 A Life member shall be any member who in consideration of long and meritorious service to the Club has been granted Life membership of the Club in accordance with this Constitution.
- 10.29 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- 10.30 Candidates for Life membership shall be proposed by one and seconded by another eligible member submitted to the Board for approval.
- 10.31 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 10.32 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- 10.33 If a nomination for Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- 10.34 Every Life member shall be entitled to all the rights and privileges of a Ski member.
- 10.35 A Life member shall be relieved of payment of any annual subscription.
- 10.36 No more than one (1) member shall be made a Life member of the Club in any one (1) financial year.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 11.1 The Board has the power on the application of any member, to transfer that member to another category of membership (other than Life or Legend membership) if that member has the qualifications for that other category of membership.
- 11.2 The Board shall have the power to transfer a Full member who ceases to hold the necessary qualifications for their existing category of membership (including without limitation, a Junior Sporting (Ski) member who has attained the age of eighteen (18) years) to another category of membership of the Club for which the Full member has the necessary qualifications.
- 11.3 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office.
- 11.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 11.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS

- 12.1 A person in respect of whom:
- (a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
 - (b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

- 12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club:
- (a) that person shall cease to be a Provisional member of the Club; and
 - (b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- 12.3 Provisional members may be entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- 12.4 Provisional members are not entitled to:
- (a) attend or vote at general meetings of the Club; or
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second, or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership.
- 12.5 The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

13. HONORARY MEMBERS

- 13.1 The following persons may be made 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; or
 - (b) any prominent citizen or local dignitary visiting the Club.
- 13.2 Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- 13.3 Honorary members who are not Full members of the Club are entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests to the Club.
- 13.4 Honorary members who are not Full members of the Club are not entitled to:
- (a) attend or vote at any meeting of the Club; or
 - (b) nominate for or be elected to the Board or any office in the Club;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club; or
 - (f) propose, second or nominate any eligible member for Life membership.

14. TEMPORARY MEMBERS

- 14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined by the Board.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 14.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 14.3 Temporary members are entitled to:
- (a) such social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) subject to Rule 25.12, introduce guests into the Club.
- 14.4 Temporary members are not entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
 - (b) nominate for or be elected to the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club; or
 - (f) propose, second or nominate any eligible member for Life membership.
- 14.5 The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- 14.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).

15. APPLICATIONS AND ADMISSION TO MEMBERSHIP

- 15.1 A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.
- 15.2 Without limiting the powers of the Board, the Board will determine:
- (a) the form and particulars of the application form; and
 - (b) how the application form is to be submitted (that is, in person and/or electronically);
 - (c) if the initial joining fee and subscription (if any) must be paid when submitting their application form;
 - (d) in the case of electronic applications, if the applicant must attend the Club's

premises to have their identity verified before their membership application can be considered by the Board or election committee.

- 15.3 After the membership application form has been submitted, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
- 15.4 All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.
- 15.5 An applicant can only be admitted to membership if:
- (a) they satisfy the eligibility requirements for the relevant category of membership; and
 - (b) at least fourteen (14) days have passed since the applicant applied for membership;
 - (c) Rule 15.3 has been complied with; and
 - (d) the Board or election committee resolves to admit the applicant to membership.
- 15.6 If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.
- 15.7 Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club (if any) within seven (7) days of being admitted to membership of the Club.

16. JOINING FEES, SUBSCRIPTIONS AND LEVIES

- 16.1 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
- 16.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly, half yearly or annually instalments, in advance, or for more than one (1) year in advance.
- 16.3 All joining fees, subscriptions, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.
- 16.4 Any person who has not paid his or her joining fee, subscription, levy or other payment:
- (a) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (b) within three (3) months after the due date shall cease to be a member of the Club.
- 16.5 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any members leaving or returning to the State of New South Wales or residing outside that State.
- 16.6 The Board shall have power to make charges and levies on members for general or special purposes.

17. NON-FINANCIAL MEMBERS

- 17.1 Notwithstanding any Rule contained in this Constitution, a Non Financial member shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

18. REGISTERS OF MEMBERS AND GUESTS

18.1 The Club shall keep the following registers:

- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1) (a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the address;
 - (iii) the date on which the entry of the member's name in the register is made;
 - (iv) the date on which that member last paid the annual fee for membership of the Club (if they belong to a category of membership that is required to do so).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1) (b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1) (d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1) (c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

19. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

- 19.1 Members must advise the Secretary of the Club of any change to their contact details (including address, email address and telephone number) within seven (7) days of

changing their details.

20. DISCIPLINARY PROCEEDINGS

20.1 Subject to Rule 20.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

- (a) in the reasonable opinion of the Board, has willfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
- (b) is, in the reasonable opinion of the Board;
 - (i) guilty of any conduct prejudicial to the interests of the Club; or
 - (ii) guilty of conduct which is unbecoming of a member.

For the purposes of this Rule 20, any use of social media or other electronic communication by a member or their guest that is or can be construed as negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club.

20.2 The following procedure shall apply to disciplinary proceedings of the Club:

- (a) A member shall be notified of:
 - (i) any charge against the member pursuant to Rule 20.1; and
 - (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
 - (iii) the date, time and place of the meeting of the Board at which the charge is to be heard noting that the disciplinary hearing can be held in person at the Club's premises or remotely using technology).
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 20.2 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.
- (c) The member charged shall be entitled to:
 - (i) attend the meeting for the purpose of answering the charge; and
 - (ii) submit to the meeting written representations for the purpose of answering the charge.
- (d) Unless otherwise determined by the Board in its absolute discretion, the member charged is not entitled to legal or other representation at the meeting.
- (e) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (f) If the member charged does not comply with the warning given in accordance with paragraph (e) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (g) If the member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

- (h) After the Board has considered the evidence put before it, the Board may:
 - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (i) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (i) in the case of a decision under Rule 20.2(h)(i) immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Rule 20.2(h)(ii) inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (j) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (i) at the meeting or afterwards; and
 - (ii) by way of verbal or written submissions or a combination thereof.
- (k) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (l) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present vote in favour of such motion.
- (m) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 20.
- (n) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended, or expelled pursuant to this Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (o) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge.

20.3 If a notice of charge is issued to a member pursuant to Rule 20.2(a):

- (a) the Board by resolution; or
- (b) the Secretary (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing, including by electronic means, to the member concerned.

21. DISCIPLINARY COMMITTEE

- 21.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 20 to a Disciplinary Committee comprising not less than three (3):
- (a) directors of the Club;
 - (b) management staff of the Club; or
 - (c) a combination of (a), (b) and (c) above, selected by the Board.
- 21.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 20 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) persons appointed under Rule 21.1; and
 - (b) all references to the Board in Rule 20, except in Rule 20.2(k) shall be read as being references to the Disciplinary Committee.
- 21.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 20 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rule 20 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 21.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 21.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 21.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

22. MEMBER UNDER SUSPENSION

- 22.1 Subject to the terms of the suspension, any member whose membership is suspended pursuant to Rules 20 or 21 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (g) propose, second or nominate any eligible member for Life membership.

23. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 23.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 23.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (c) whose presence on the premises of the Club renders or may render the Club or the Secretary liable to a penalty under the AML/CTF Act, Liquor Act, Registered Clubs Act or any other applicable laws;
 - (d) who hawks, peddles or sells any goods on the premises of the Club;
 - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
 - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
 - (g) whom the Club, under the conditions of its club licence, by law or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 23.2 If pursuant to Rule 23.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 23.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 23.3 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 23.4 Without limiting Rule 23.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 23.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 23.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.

24. RESIGNATION AND CESSATION OF MEMBERSHIP

- 24.1 A member may at any time resign from his or her membership of the Club by either:
- (a) giving notice in writing to the Secretary; or
 - (b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 24.2 A resignation pursuant to Rule 24.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- 24.3 Any member who has resigned pursuant to 25.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.
- 24.4 Despite any other provision in this Constitution, a Staff member will immediately cease to be a member of the Club upon the date that the Staff member's employment with the Club ends for any reason.

25. GUESTS

- 25.1 Subject to Rule 25.2, all members shall have the privilege of introducing guests to the Club.
- 25.2 A Temporary member may introduce a guest only in accordance with Rule 25.12.
- 25.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 18.
- 25.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 25.5 No member shall introduce any person as a guest:
- (a) who has been expelled from the Club; or
 - (b) whose membership is then suspended;
 - (c) who is then refused admission to or being turned out of the Club.
- 25.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 25.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 25.8 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 25.9 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 25.10 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 25.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 25.12 A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- 25.13 For the purposes of Rule 25.12(c), "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor's spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

26. PATRONS

- 26.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.
- 26.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.
- 26.3 There shall be no more than six (6) Patrons of the Club at any one time.

27. BOARD OF DIRECTORS

- 27.1 The business and affairs of the Club and the custody and control of its funds and property will be managed by the Board.
- 27.2 The administration, conduct and control of all water skiing will be under the direct control of the Board, which has the power to appoint required sub-committees to ensure efficient operation.
- 27.3 The Board shall comprise 7 Elected Directors and up to 2 appointed Directors.
- 27.4 Subject to the restrictions contained in this Constitution, only Ski members, Social members, Legend members, Member for Life members and Life members shall be entitled to stand for and be elected or appointed to the Board.
- 27.5 A member who is:
- (a) under the age of eighteen (18) years;
 - (b) an employee;
 - (c) a former employee:
 - (i) whose employment was terminated by the Club for any reason; or
 - (ii) whose employment with the Club ended within ten (10) years of the closing date for nominations.
 - (d) currently under suspension pursuant to Rules 20 or 21; or
 - (e) not a financial member,
- shall not be eligible to stand for or be elected or appointed to the Board.
- 27.6 A member is ineligible to be nominated for or be elected or appointed to the Board as an Elected Director if that member:
- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and at the date of nomination or election the charge has not been determined by the Board or the Board's duly constituted disciplinary committee.
 - (b) has been found guilty of any charge and either:
 - (i) expelled; or
 - (ii) suspended for a period in excess of three (3) months, within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting.
 - (c) has at any time been convicted of an indictable offence.
 - (d) has within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting been convicted of any offence:
 - (i) connected with the promotion, formation or management of any company, co-operative, partnership or business;
 - (ii) involving fraud or dishonesty and carrying a penalty of three (3) or more months imprisonment; or
 - (iii) in relation to the acquisition of shares.
 - (e) is an undischarged bankrupt.
 - (f) was an employee of any club that amalgamated with or taken over by the Club, within the period of ten (10) years prior to nomination, election or appointment to the Board.

- (g) has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other director training required under clause 31.3.
- (h) has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.
- (i) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.
- (j) has, at any time, had imposed upon him or her:
 - (i) a loading on the usual premium; or
 - (ii) a higher than usual excess;
 as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

27.7 The majority of directors on the Board at all times must reside within fifty (50) kilometres of the Club's premises.

28. ELECTION OF THE BOARD - FREQUENCY

28.1 The Board shall be elected annually in accordance with this Constitution.

29. ELECTION OF BOARD - PROCEDURE

- 29.1 The election of the Elected Directors of the Board shall be conducted in the following manner:
- (a) Notice of the date and time of the last day for receiving nominations for office of Elected Directors in accordance with paragraph (b) of this Rule 29.1 shall be posted on the Club Notice Board.
 - (b) Nominations for Elected Directors shall close at such date and time such time as determined by the Board but in any case no later than 6.00pm on the day that is at least twenty eight (28) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
 - (c) Nominations for election of Elected Directors to the Board shall be made in writing and signed by one and seconded by another eligible member, and signed by the nominee who shall thereby signify his or her consent to the nomination.
 - (d) Each candidate may provide a recent photograph of themselves together with a profile of their candidature by way of summary, outlining personal, business and Club involvement that may assist voting members. The profile is to be not more than (250) two hundred and fifty words. A copy of each profile together with a recent photograph will be made available to members in such manner determined by the Board.
 - (e) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
 - (f) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
 - (g) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
 - (h) A nomination can be withdrawn:

- (i) by the nominee at any time prior to the close of nominations; and
 - (ii) by the Club at any time if the nominee has failed to correctly complete the nomination form and/or the nominee is ineligible to nominate for or be elected to the Board.
- (i) As soon as reasonably practicable after nominations for Elected Directors are closed, the Secretary shall post the name of each candidate and their proposers and seconders names on the Club Notice Board.
 - (j) If the full number of candidates for Elected Directors is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and the unfilled positions shall be casual vacancies for the purposes of Rule 38.3.
 - (k) If there be only the requisite number of candidates for Elected Directors nominated those candidates shall be declared duly elected.
 - (l) If there be more than the required number of candidates for Elected Directors nominated an election by secret ballot shall take place.
 - (m) In any secret ballot under this Rule, the Board shall appoint a Returning Officer who shall conduct the ballot. A candidate in the election shall not be appointed as the Returning Officer or as an Assistant Returning Officer.
 - (n) The Returning Officer shall authorise the preparation of ballot papers.
 - (o) The order in which names appear on the ballot paper shall be determined by lot as drawn by the Returning Officer.
 - (p) The ballot shall be conducted in the Club's premises on one day being prior to the Annual General Meeting and at such times as are determined by the Board, provided that the ballot shall be conducted for at least 2 hours on the nominated day during which time the Club is open to members and in which members may cast their ballot papers or vote. The Secretary shall cause the opening and closing times of the ballot to be posted on the Club Notice Board at least 7 days before the commencement of the ballot.
 - (q) The Secretary shall cause the preparation of a list of members who are eligible to vote at the election together with their respective membership numbers and the class in which they are entered in the Register of members and provide the list to the Returning Officer.
 - (r) Ballot papers will be issued only by those Club staff authorized by the Board.
 - (s) A member will be eligible to be issued a ballot paper or electronically vote where the member:
 - (i) attends the Club's premises during the hours of the ballot;
 - (ii) requests a copy of the ballot paper or the right to vote;
 - (iii) has their name on the list of members referred to in (n); and
 - (iv) produces their Club membership card or such other appropriate photo identification.
 - (t) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
 - (u) Members shall place their ballot papers in the ballot box provided at the Club or enter their vote electronically in the system provided by the club.
 - (v) Unless using an electronic system, the ballot papers returned will remain in the ballot box until opened by the Returning Officer.

- (w) The Returning Officer shall supervise the examination of ballot papers or votes.
 - (x) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (y) The Returning Officer will supervise the counting of votes.
 - (z) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
 - (aa) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
 - (bb) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 29.1.
 - (cc) The Board may, at any time, engage the services of a consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 29.1.
 - (dd) The Board, may at any time, utilize an electronic version of ballot papers and require members to cast their votes in an electronic device subject to each member being identified and only able to cast their single vote.
 - (ee) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 38.3.
 - (ff) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect a President and Vice President from amongst their number. The directors elected to those positions shall, subject to this Constitution, hold those offices until the conclusion of the next Annual General Meeting.
- 29.2 A member or guest of a member must not at any time issue or distribute, or cause to be issued or distributed, within the premises or the surrounding precincts of the Club, any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates for the Board. Any breach of this Rule by a member shall be deemed to be conduct unbecoming a member of the Club and conduct prejudicial to the interests of the Club under Rule 21 and may be dealt with by the Board or Disciplinary Committee accordingly.
- 29.3 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 29.1.

30. APPOINTMENT OF DIRECTORS BY THE BOARD

- 30.1 In accordance with section 30(1)(b1) of the Registered Clubs Act, the Board may, under this Rule 30 appoint up to two (2) persons as Appointed Directors on the Board.
- 30.2 A person appointed under Rule 30.1:
- (a) may only be appointed for a term of no more than three (3) years, and
 - (b) only needs to satisfy the requirements of the Registered Clubs Act to be appointed to the Board and it does not need to satisfy any eligibility requirements set out in this Constitution except for being a Life member or Full member of the Club
 - (c) must be a Life member or financial Full member of the Club at the time of, and for the duration of, his or her appointment, and
 - (d) is not eligible for re-appointment under Rule 30.1, including re-appointment after the end of that term but they may be elected or appointed to the Board as an Elected Director.

30.3 The appointment of any Appointed Directors must comply with the requirements of the Registered Clubs Act and Registered Clubs Regulation 2015.

30.4 An appointment made under Rule 30.1 is not an appointment to a casual vacancy made for the purposes of Rule 38.

31. MANDATORY TRAINING FOR DIRECTORS

31.1 Any member who is elected or appointed to the Board, must, unless exempted, complete the mandatory training within twelve (12) months of being elected or appointed to the Board.

31.2 Notwithstanding clause 31.1, the Board may, from time to time, resolve to require all or some directors to undertake specific courses of instruction (including requiring exempted directors to undertake the mandatory director training).

31.3 The required training or any other course of instruction for Directors for the purposes of this Rule 31 shall be at the expense of the Club.

31.4 A Director who fails to comply with this Rule 31 will be in breach of this Constitution and may thereby be subject to disciplinary action in accordance with Rule 20.

32. POWERS OF THE BOARD

32.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

32.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

SPECIFIC POWERS

32.3 Without limiting the general powers conferred by Rule 32.2, the Board shall have power from time to time to:

- (a) make, alter and repeal By-Laws pursuant to Rule 32.17.
- (b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) 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.
- (f) determine who shall 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.
- (g) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board

may think fit and from time to time to vary or realise such investments.

- (h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) sell, lease, exchange or otherwise dispose of any land belonging to the Club, subject to the requirements of the Liquor Act and Registered Clubs Act.
- (k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.
- (m) subject to Rule 16.6 impose levies on all members.
- (n) set the joining fees, subscriptions and other payments payable by all members.
- (o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (p) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (q) issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

COMMITTEES

32.4 Without limiting the general powers conferred by Rule 32.2, the Board shall have power to delegate any of its powers to committees consisting of any:

- (a) director; or
- (b) member;
- (c) employee;
- (d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power to revoke any such delegation.

32.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may impose.

32.6 The Chairperson shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

32.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 32 or by any by-law made by the Board pursuant to this Rule 32.

- 32.8 The quorum for a meeting of any committee shall be a majority of the committee members.
- 32.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

- 32.10 Without limiting the general powers conferred by Rule 32.2, the Board shall have power to:
- (a) establish and/or dissolve Sub clubs with such rules (including objects, powers and membership qualifications) as the Board may determine; and
 - (b) allow Sub clubs established pursuant to this Rule 32.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
 - (c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;
 - (d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);
 - (e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- 32.11 Any of the Sub clubs established pursuant to Rule 32.10 or those already in existence must conform to any regulation or restriction that the Board may impose.
- 32.12 The President shall be a member of all the committees of Sub clubs and may nominate a person or persons to represent him or her on one or more of those committees.
- 32.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:
- (a) make regular reports to the Board (or otherwise as may be required by the Board); and
 - (b) submit copies of all minutes and records to the Board for the purposes of Rules 38 and 39.
- 32.14 The Board may empower each Sub club to open and operate a bank account in the name of the Sub club in such bank or banks as the Board may approve provided that the persons eligible to operate upon any such account shall be approved by the Board which may remove and replace such persons or any of them.
- 32.15 The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board. The rules shall provide that any person seeking to be a member of a Sub club must first be a financial member of the Club.
- 32.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

- 32.17 The Board may make such By-laws not inconsistent with this Constitution as are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

32.18 Without limiting the generality of Rule 32.17 the Board may regulate:

- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
- (b) the operations of the Club;
- (c) the control and use of the Club's premises;
- (d) the upkeep and control of any sporting facilities and amenities;
- (e) any pre-nomination process required to be undertaken by persons wishing to stand for election as a director of the Club;
- (f) the control and management of competitions;
- (g) the categories of Full membership of the Club;
- (h) the payment and amounts of membership subscriptions;
- (i) the conduct of members and guests of members;
- (j) the playing and social privileges of each category of membership;
- (k) the conduct of members in relation to Club employees;
- (l) the use of social media and other forms of electronic communication relating to the Club by members and guests of members;
- (m) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

32.19 Any By-law made under Rule 32.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

33. PROCEEDINGS OF THE BOARD

- 33.1 The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each Quarter for the transaction of business.
- 33.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.
- 33.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President shall take the chair of the meeting. If the Vice President is not present or are unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.
- 33.4 The quorum for a meeting of the Board shall be four (4) members of the Board.
- 33.5 The President may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 33.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 33.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a

member of the Board.

- 33.8 A resolution in writing signed or confirmed in the affirmative, by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 33.9 In addition to Rule 33.8, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and the required number of directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last required director sends their email agreeing to the resolution.
- 33.10 A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.
- 33.11 No proxy voting is permitted at meetings of the Board and/or on any resolutions to be passed by the Board.

34. MATERIAL PERSONAL INTERESTS

- 34.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 34.2.
- 34.2 Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 34.3 A director may disclose a material personal interest in the form of a standing notice to the other directors with ongoing effect in accordance with the Act.
- 34.4 If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with this Rule 34.
- (a) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and
 - (b) the Board may remove or have removed, the director from any Board meeting while the matter is being considered.

35. REGISTERED CLUBS ACCOUNTABILITY CODE

- 35.1 The Club must comply with the requirements of the Code (as amended from time to time).

36. MEETINGS AND VOTING

- 36.1 In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
- (a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means;
 - (b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending; and

- (c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
- 36.2 If there is any inconsistency between Rule 36.1 and any other provision of this Constitution, Rule 36.1 shall prevail to the extent of that inconsistency.

37. REMOVAL FROM OFFICE OF DIRECTORS

- 37.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 37.2 Any person appointed pursuant to paragraph 37.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.
- 37.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

38. VACANCIES ON BOARD

- 38.1 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) dies.
 - (b) is disqualified for any reason referred to in Section 206B 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 a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (e) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (f) by notice in writing given to the Club resigns from office as a director.
 - (g) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (h) ceases to be a member of the Club.
 - (i) was not eligible to stand for or be elected or appointed to the Board;
 - (j) ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - (k) becomes an employee of the Club.
 - (l) has been assessed by a management liability underwriter and a loading on premium has been imposed or a higher than usual excess has been imposed in respect of that person.
 - (m) fails to complete the mandatory training requirements for directors referred to in Rule 31 within the prescribed period (unless exempted).
 - (n) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (excluding any provisional suspension under Rule 21.3).

- (o) does not have or ceases to have a Director Identification Number;
- (p) change their place of residence and this would result in the Club being in breach of Rule 27.7.

38.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCY

38.3 The Board may appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

39. GENERAL MEETINGS

- 39.1 A general meeting of the members of the Club must be held for a proper purpose.
- 39.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 39.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 39.4 The Board must, if required by the Act, call and arrange to hold a general meeting of the Club on the request of members.

NOTICE OF GENERAL MEETINGS

- 39.5 At least twenty one (21) days' notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- 39.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:
 - (a) set out the place, date and time of the meeting; and
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- 39.7 Neither:
 - (a) the accidental omission to give notice of a meeting; nor
 - (b) the non-receipt by any person of notice of a meeting;
 shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 39.8 The business of the Annual General Meeting shall be as follows:
 - (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and
 - (b) to receive and consider the reports referred to in Rule 41.4;
 - (c) to declare the results of the election of the Board and/or conduct any further

election as may be required by this Constitution;

- (d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;
- (e) to approve the payment of honorariums (if any);
- (f) to deal with any other business deemed necessary to consider at the Annual General Meeting by the Board provided the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

39.9 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

39.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

39.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

39.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

39.13 The auditor is entitled to be heard even if:

- (a) the auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the auditor from office.

39.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

39.15 The President shall be entitled to take the chair at every general meeting. The chairperson:

- (a) is responsible for the conduct of the general meeting; and
- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

39.16 If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting.

39.17 If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.

39.18 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

39.19 The Chairman:

- (a) is responsible for the conduct of the general meeting; and

- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 39.20 Subject to the Registered Clubs Act and Gaming Machines Act, only Ski members, Social members, Legend members, Member for Life members and Life members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.
- 39.21 A person shall not:
- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (b) vote at any election including an election of a member or of the Board, as the proxy of another person.
- 39.22 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 39.23 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.
- 39.24 No member of the Club who is an employee of the Club shall be eligible to vote at any meeting of the Club.
- 39.25 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.
- 39.26 Voting shall be on a show of hands unless a poll is demanded.
- 39.27 Five (5) members or the chairperson may demand a poll.
- 39.28 A demand for a poll may be withdrawn.
- 39.29 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.
- 39.30 The result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 39.31 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.
- 39.32 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:
- (a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and
 - (b) an entry to that effect in the book containing the minutes of the proceedings of the Club,
- shall, provided that the declaration reflects the show of hands, be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

- 39.33 No business shall be transacted at any general meeting of members unless a quorum of members is present.

- 39.34 At any Annual General Meeting or general meeting of the Club convened by the Board, twenty (20) members present in person and eligible to vote shall be a quorum.
- 39.35 At any general meeting of the Club convened at the request of members no less than 5% of the members eligible to vote or one hundred (100) members present in person and eligible to vote, whichever is the lesser, shall be a quorum.
- 39.36 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule 39.4; or
 - (b) stand adjourned to the same day in the next week at the same time and place.
- 39.37 If at any meeting adjourned pursuant to Rule 39.36(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

- 39.38 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 39.39 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 39.40 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.
- 39.41 It shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

ADDITIONAL MATTERS FOR GENERAL MEETINGS

- 39.42 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 39.43 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.
- 39.44 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 39.45 If permitted by the Act, the Club may hold hybrid and/or virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

40. MINUTES

- 40.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and

- (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 40.2 The Club must ensure that:
- (a) minutes of a meeting are signed within a reasonable time after that meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- 40.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

41. ACCOUNTS AND REPORTING TO MEMBERS

- 41.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act and the Code.
- 41.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 41.3 The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report in accordance with Section 316A of the Act to those members who request that copies of the reports referred to in Rule 41.4 below be sent to them.
- 41.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of May immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

42. FINANCIAL YEAR

- 42.1 The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

43. AUDITORS

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

44. SECRETARY

- 44.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

45. EXECUTION OF DOCUMENTS

- 45.1 The Club may execute a document (including a deed) without using a seal if that document is signed by:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

- 45.2 If the Club has a seal, 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:
- (a) two members of the Board; or
 - (b) one member of the Board and the Secretary.

46. NOTICES

- 46.1 Without limiting the provisions of the Act, a notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it to the residential, postal or email address of the member;
 - (c) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- 46.2 The Club shall determine the manner in which notices are to be given to members (unless it is legally required to give a notice to members in a specific manner).
- 46.3 Where a notice is:
- (a) personally given to a member in accordance with Rule 46.1(a), it is deemed to be received on the day the member is given the notice; and
 - (b) sent to a member in accordance with Rule 46.1(b), it is deemed to be received by the members on the day following that on which the notice was sent;
 - (c) sent to a member in accordance with Rule 46.1(c), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

47. INDEMNITY TO OFFICERS

- 47.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 47.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

48. INTERPRETATION

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

49. AMENDMENTS TO CONSTITUTION

- 49.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Only Ski members, Social members, Legend members, Member for Life members and Life members can vote on any Special Resolution to amend this Constitution.