



**Mulgrave
Country
Club**

Your Club

ABN 16 004 568 610

CONSTITUTION

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Corporations Law
MULGRAVE COUNTRY CLUB
A.C.N. 004 568 610
CONSTITUTION

1. NATURE AND NAME OF COMPANY

The name of the Club is “Mulgrave Country Club” (“the Club”). The club is a Club constituted in accordance with the Corporations Law and is limited by guarantee.

2. MEANING OF WORDS

2.1 In this constitution unless the context requires otherwise:

“Authorised Gaming Visitors” means a person:

- (a) who lives beyond a radius of 5 kilometers from the Club not being a Member or guest of a Member and to whom the club wishes to offer hospitality; and
- (b) whose name, residential address and date of admission to the licensed Club premises is recorded on the register of Authorised Gaming visitors in accordance with Clause 15.

“the Board” means the Board of Directors holding office for the time being in accordance with this Constitution.

“By-Laws” means by-laws of the club made pursuant to the provisions of this Constitution

“Commission” means the Victorian Commission for Gambling and Liquor Regulation established under Part 2 of the **Victorian Commission for Gambling and Liquor Regulation Act 2011**;

“Corporations Law” means the **Corporations Act 2001** (Cth).

“Directors” means the directors of the Club validly holding office in accordance with this Constitution, and includes the Officers.

“Financial Year” means the full twelve-month period beginning on the First day of April each year.

“the Gambling Regulation Act” mean the **Gabling Regulation Act 2003** of the State of Victoria, as amended from time to time.

“the Liquor Control Reform Act” means the **Liquor Control Reform Act 1998** of the State of Victoria, as amended from time to time

“Member” has the meaning ascribed by Cause 9 and includes a Restricted Member and an Unrestricted Member

“Minor” means a person who is under the age of 18 years

“Notice” means any communication in writing

“the Office” means the registered office for the time being of the Club

“Officers” means the Directors validly holding the offices set out at clause 21 of this Constitution.

“Reciprocal Club” means a club with which the Club has entered into an agreement whereby Members in good standing with one club are offered the facilities of the other

“the Register” means the Register of Members to be kept in accordance with the **Corporations Law**.

“Restricted Area” means a physically discrete area within the licensed Club premises which minors must not enter and which is devoted primarily to the conduct of gaming

“Restricted Member” means a Member other than an Unrestricted Member

“the Seal” means a Common Seal of the Club

“Secretary” means the person for the time being performing the duties of the Secretary of the Club and includes the Honorary Secretary.

“Unrestricted Member” means a Full Member, Life Member, Contributory Life Member, Meritorious Service Member, Senior Member as hereinafter provided.

“Victorian Gambling and Casino Control Commission” means the **Victorian Gambling and Casino Control Commission** established under the **Victorian Gambling and Casino Control Commission Act 2011 (Victoria)**.

“In writing” and **“written”** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form or partly in one or the other of such forms.

Any reference to a provision of the **Corporations Law, the Gambling Regulation Act, or the Liquor Control Reform Act** shall be deemed to be a reference to such provision as modified or re-enacted from time to time by any laws for the time being in force.

Words signifying the singular number only, shall include the plural and vice versa; words importing the masculine gender only, shall include the feminine gender; and words signifying person shall include corporations where the context permits.

- 2.2 Unless the context requires otherwise, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the **Corporations Law**, has the same meaning as in that provision of the **Corporations Law**.
- 2.3 Any provision of this constitution in conflict with the **Corporations Law** or any other law will be read down and severed from the constitution without affecting any other part not in conflict.
- 2.4 The performance of, or compliance with any or all of the clauses of this Constitution is conditional upon such performance or compliance being in accordance with the provisions of the **Liquor Control Reform Act** necessary subject to the consent of the Commission or its designated Officer or representative.
- 2.5 The constitution of the Club constitutes the Rules of the Club as required by and for the purposes of the Liquor Control Reform Act.

3. OBJECTIVES OF THE CLUB

The objectives of the Club are:

- (a) to promote and encourage sporting and other recreational activities;
- (b) to establish, develop and maintain sporting and recreational facilities for the benefit of Club members and visitors;
- (c) to provide sporting equipment for Club members and visitors either by way of hire, lease or sale;
- (d) to purchase or lease all land, equipment and other rights required for the delivery of services to Club members and visitors;
- (e) to organise sporting and recreational competitions for Club members and visitors;
- (f) to establish and maintain relations with entities having similar objectives in Australia and elsewhere;
- (g) to join any authority controlling sports or other recreations in Victoria as may be of interest to Members;
- (h) to establish, develop and maintain dining, function and catering services and an appropriate liquor licence and gaming licence for the benefit of Club members and visitors; and
- (i) to do such other lawful things as are incidental to and conducive to the attainment of the above objectives.

4. POWERS

The Club's powers under the *Corporations Law* are not restricted except as provided by this constitution and the *Corporations Law*.

5. INCOME AND PROPERTY

5.1 The income and property of the Club must be applied solely toward the promotion of the objectives of the Club. No part of the property of the Club may be directly or indirectly paid or transferred by way of dividend, bonus, by way of profit or otherwise to a Member except as provided in this Constitution.

5.2 Payment may be made to a Member of the club for:

- (a) services rendered including honoraria;
- (b) goods supplied or hired to the Club; and
- (c) interest on a loan of money.

Payment and the rate of interest paid to any Member must not exceed that which would normally be paid if that person was not a Member.

6. MEMBER LIABILITY

6.1 The liability of each Member of the club is limited to the sum of \$50.00.

- 6.2 Each Member undertakes to contribute to the assets of the club, in the event of the Club being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for
- (a) payment of the debts and liabilities of the Club (incurred before he or she ceases to be a Member);
 - (b) the costs, charges, and expenses of winding up; and
 - (c) for the adjustment of the rights of the Contributories amongst themselves. This sub clause is subject to Clause 6.1

7. WINDING UP / DISSOLUTION OF THE CLUB

If on the winding up or dissolution of the club there remains, after satisfaction of all its debts and liabilities, any surplus, that surplus will not be paid to or distributed to any Member but must be given or transferred to another institution or institutions having similar objectives to the Club. The constitution of that institution or those institutions must also prohibit the distribution of any surplus amongst its or their members on dissolution. The Members at or before the time of the dissolution must determine which institution or institutions receive the surplus. The Supreme Court may make the determination if the Members fail to do so.

8. NUMBER OF MEMBERS

- 8.1 The maximum number of Members of the Club may be determined by the Board from time to time.
- 8.2 The number of Members of each class of membership may be as determined by the Board from time to time.

9. DEFINITION OF MEMBERS

- 9.1 The Members of the Club will be the persons who have been or are admitted to the membership of the club in accordance with this or a previous constitution and the By-Laws from time to time of the club and who have retained and continue to retain membership in accordance with this constitution and the By-Laws.
- 9.2 There must be no discrimination against applicants for membership, or against Members, on the basis of race, sex or religion or on the basis of any other attribute within the mean of the *Equal Opportunity Act 2010 (Victoria)*.

10. RIGHTS OF MEMBERS

Subject to the express provisions of this constitution and to any By-Laws, all Members of the Club will be entitled to use in common all the premises and property of the club according to their category of membership and to be supplied at such charges as the Board shall from time to time determine (including any sports facility fee the Board determines shall be payable pursuant to clause 16.5 of this Constitution. The rights and privileges of Members will be personal and will not be transferable.

11. MEMBERSHIP APPLICATION AND ADMISSION

- 11.1 Except as otherwise provided in this constitution, the following procedure will apply to applicants for membership.

11.2 Every application for membership of the club (other than Honorary and Gaming membership) must be approved by the Board.

11.3 The application for membership must be on an application form which the club from time to time prescribes and be accompanied by:

- (a) the appropriate annual subscription fee; and
- (b) evidence, where required, of eligibility for the particular class of membership.

On rejection of an applicant for membership the board will not consider another application from that applicant for a period of twelve months.

11.4 Every Member will be deemed to agree to be bound by the Constitution and By-Laws of the Club for the time being and payment of annual subscription and any fee prescribed by the Board will be conclusive evidence of such agreement.

11.5 A Member accepted on a date nine months or more into the annual subscription year shall pay an annual subscription for that year reduced by 50%.

11.6 All acceptances of applicants as Members will be subject to review within six months from the date of the acceptance and the Board may at any time during that period determine to cancel the membership of the applicant and return the annual subscription and any other fee paid.

12. CLASSES OF MEMBERSHIP

The classes of membership of the Club are as follows:

(a) Unrestricted Membership

- (i) Full Members
- (ii) Life Members
- (iii) Meritorious Service Members
- (iv) Contributing Life Members
- (v) Senior Members
- (vi) Country

(b) Restricted Membership

- (i) Junior
- (ii) Gaming
- (iii) Honorary

13. UNRESTRICTED MEMBERSHIP

The following persons as defined in this clause will have an unrestricted membership:

- (a) **Full Members**
- (b) **Life Members**

On recommendation of at least 75% of the total membership of the Board, any person being a Member of the Club may, in consideration of exceptional outstanding service to the Club, be elected a "Life Member" of the Club without any special payment for Life membership at any General Meeting of the Club. A majority of those present and voting will be necessary to such election. Every Life Member will be entitled to all the privileges and be subject to all the duties of a Member of the Club for life (subject nevertheless to the provisions of Clauses 17 and 18) without any further payment of subscriptions or fees.

(c) **Meritorious Service Members**

Member of not less than ten years continuous membership in the club and who have rendered special meritorious service to the club may, by resolution of 75% of Board Members present and voting, be admitted to the lifetime category of Meritorious Service Members. Such Members are unrestricted Members, irrespective of their category of membership before admittance to this category and their annual membership subscription and fee may be waived by a simple majority decision of the Board. The number of such Members must not exceed 2% of the Club membership in all categories. Board Members so admitted must have their Meritorious Service membership approved at the next Annual General or Half-Yearly Meeting of the Club by a simple majority of those present and eligible to vote.

(d) **Senior Members**

- (i) This category is limited to persons who have been full members of the Club for a continuous period of not less than ten (10) years immediately prior to having reached the age of sixty-five (65) years or older.
- (ii) Membership of this category is not automatic and is dependent upon the Full Member making the appropriate written application to the Club.

(e) **Country Members**

- (i) Persons whose usual residence is beyond a radius of 60 kilometers from the Mulgrave Country Club and having no private address within the radius may be elected as Country Members.
- (ii) A Country Member will be entitled to the same rights and privileges in respect to the use of facilities of the club as a Full Member. If in any year a Country Member ceases to fulfil these qualifications, he or she will become liable for a full entrance fee and annual subscription payable by a Full Member. The Board shall have the power to transfer any Member's name from the Country Members' list to that of the Full Members' list or vice versa upon sufficient grounds being shown.

14. RESTRICTED MEMBERSHIP

The following persons as defined in this Clause will have a restricted membership:

(a) **Junior/Student Members**

Persons who at the time of their nomination are seven years of age or over but under 18 years of age may be admitted as Junior/Student Members and must, when elected

as Junior/Student Members, pay such entrance fee as may be determined by the Board. Junior/Student Members will be unable to renew their Junior/Student Membership after attaining 18 years of age but may renew as any other class of member for which they are eligible, save that Junior/Student Members who provide reasonable evidence that they are studying full time with a reputable educational institution will be eligible to renew their Junior/Student Membership each year until they attain 25 years of age, or they cease studying full time, whichever is earlier.

(b) Gaming Members

Persons of or above the age of 18 years may be elected as Gaming Members subject to such procedures and conditions as may be determined from time to time by the Board, provided that such procedures and conditions are not inconsistent with the requirements of Clause 11.

(c) Honorary Members

- (i) Subject to (ii) below, any persons may be admitted as Honorary Members of the Club for such periods as may be determined from time to time by the Board.
- (ii) A person cannot be admitted as an Honorary Member unless in the opinion of the Board, the person has rendered distinguished service to the community or special services to the Club

15. GUESTS AND AUTHORISED GAMING VISITORS

15.1 The Secretary must ensure that the Club maintains on its Club premises a register of guests.

15.2 A Member may introduce guests to the privileges and facilities of the club, subject to the following conditions:

- (a) the name and address of each guest admitted to the licensed Club premises and the date of that admission must be entered in the register of guests, and the register must be signed and dated by the introducing Member;
- (b) the introducing Member is responsible for the conduct of his or her guest;
- (c) the introducing Member must remain on club premises for so long as his or her guest remains on such premises;
- (d) any fee imposed by the Board must be paid by the introducing Member;
- (e) a guest may take part in games, events and activities as determined by the Board from time to time.

15.3 The Secretary must ensure that the Club maintains on its Club premises, in a form and manner approved by the Commission, a register of Authorised Gaming visitors setting out:

- (a) the name and residential address of each Authorised Gaming visitor admitted to the licensed Club premises; and
- (b) the date of that admission.

- 15.4 The register of Authorised Gaming Visitors must be kept open for inspection at any time by a licensing inspector, an authorised member of the police force or a person who is authorised in writing by the Commission.
- 15.5 An Authorised Gaming Visitor may be admitted to the Club on any day on which guests may be admitted. An Authorised Gaming visitor must:
- (a) produce evidence of his or her residential address before being admitted to the licensed Club premises;
 - (b) carry identification at all times whilst on the licensed Club premises; and
 - (c) comply with all relevant rules of the club whilst on the licensed Club premises.
- 15.6 The Club must:
- (a) display in a prominent place at the Club premises a copy of rules (as in force from time to time) made by the Victorian Gambling and Casino Control Commission under the ***Gambling Regulation Act***;
 - (b) enforce or cause to be enforced the rules referred to at sub-clause 15.6(a) above;
 - (c) not allow a Minor to enter a Restricted Area;
 - (d) if a Minor is in a Restricted Area, remove the Minor or cause the Minor to be removed from the Restricted Area using no more force than is reasonably necessary;
 - (e) not allow a person to play a Gaming Machine in any area of the Club premises if the Club knows or reasonably suspects that the person is a Minor.
- 15.7 This clause 15 is subject to the club being the holder of a venue operator's license issued under the ***Gambling Regulation Act***.

16. ANNUAL SUBSCRIPTIONS AND LEVIES

- 16.1 Annual subscriptions and levies for or within each category of membership are as determined from time to time by the Board. The Board may also determine all other fees and charges.
- 16.2 All annual subscriptions, levies and other fees and charges are due and payable in advance on or before 1st April in each year or on such other date or dates as may be determined from time to time by the Board.
- 16.3 A Member who fails to pay any monies to the club within one month of the date on which it became due and payable, may in the Board's discretion:
- (a) be prohibited by the Board from all rights and privileges of membership if payment is not made within 14 days of notice of the default being sent to the Member; and
 - (b) cease to be a Member if payment is not made within 30 days of notice of the default being sent to the Member.

The Board may, but is not required to, reinstate the Member on payment of all arrears, interest, fines and other charges.

- 16.4 The Board may also:
- (a) impose interest and accounting charges on late payments; and

- (b) impose fines and any other disciplinary action on any Member who is in default or is persistently in default.

16.5 Each Member who annually elects to use the club's sporting facilities (excepting recreational facilities) or participate in sporting events or tournaments sponsored or played under the Club's auspices, may be liable to pay a "sports facility fee" (however defined) annually as determined by the Board, which may differ depending on the sport(s) the Member elects to participate in (or use the facilities of), and for the class of membership to which the Member belongs

16.6 A Member likely to be absent from Victoria for a period of one financial year or more may apply to the Board to pay a reduced annual subscription for that period. If the Member returns to Victoria within the period for which a reduced annual subscription is paid or payable the member may be required, at the Board's discretion to pay that portion (or part thereof) of the annual subscription not paid.

16.7 A person cannot be exempted from the obligation to pay the ordinary subscription for Membership of the club unless the person is in a class specified in this Constitution and the exemption is in accordance with this Constitution.

17. CESSATION OF MEMBERSHIP

17.1 A Member may resign as a Member at any time by noticing in writing.

17.2 A member ceasing to be a Member for any reason whatsoever continues to be liable for:

- (a) any annual subscriptions, and any levies due and unpaid at the date of resignation;
- (b) all other monies due by the Member to the club; and
- (c) a sum not exceeding \$50.00 for which he or she is liable as a Member under Clause 6.1 of this Constitution.

18. CLUB DISCIPLINE

18.1 The Board has power to inquire into any possible breach or non observance of the Constitution, the By-Laws and any other matter which may be unbecoming of a Member or prejudicial to the interests (including the safety, finances or well being) of the club, its Members and/or its employees.

18.2 The Board has the power by resolution to warn, censure, suspend for a definite period not exceeding 12 months, or expel a Member from the club if the Member:

- (a) has refused or neglected to comply with the provisions of the Constitution or By-Laws;
or
- (b) is guilty of any conduct which in the opinion of the Board is unbecoming of a Member, or is prejudicial to the interests of the Club, its Members and/or its employees.

18.3 The Board must adopt the following procedure before it may resolve to expel a Member or suspend a Member:

- (a) the Board must give the Member an opportunity of being heard or of making written submissions or both;

- (b) the Board must conduct a hearing of any allegations and of any evidence or submissions which any person, including the Member or another Member, wishes to make;
- (c) the Member must be given at least 14 days written notice of the following:
 - (i) that the Board proposes to expel the Member or suspend the Member;
 - (ii) of the allegations against the Member;
 - (iii) that the Member has the opportunity of being heard at the hearing or of making written submissions or both; and
 - (iv) the date, time and place of the hearing.

18.4 The expelled or suspended Member may elect to appeal a decision of the Board to expel the Member or suspend the Member for a period greater than 1 month. The election must be made in writing and lodged with the Secretary within 14 days of the notice being given to the Member of the decision of the Board. In that event:

- (a) the Board must appoint a subcommittee comprising one Board Member and 3 financial Unrestricted Members (**Appeals Subcommittee**) and who do not have a direct personal involvement in the matter and are not related to the Member;
- (b) the Member and the Board may make written submissions to the Appeals Subcommittee within 14 days of the Member's election to appeal the Board's decision;
- (c) the Appeals Subcommittee must consider any written submissions given in accordance with clause 18.4(b) above, then decide whether to uphold, change, or overturn the Board's decision.
- (d) The Appeal Subcommittee's decision shall be final and not open to challenge by the Club or the Member.

18.5 No person who is suspended or has been expelled is permitted to enter the club's premises for any reason at any time. A Member must not knowingly introduce such a person as a guest of the Club.

19. REGISTER AND ADDRESSES OF MEMBERS

19.1 The General Manager must ensure that the club maintains on its premises, in a form and manner approved by the Commission, a register of Members setting out:

- (a) the name, address and telephone number of each Member of the club and
- (b) particulars of payment of the last subscription for membership paid by each Member.

19.2 Every Member must communicate in writing his or her change of address and other particulars required by the Board.

19.3 The register of members must be kept open for inspection at any time by a licensing inspector, and authorised member of the police force, or a person who is authorised in writing by the Commission.

20. MEMBERS ELIGIBLE FOR OFFICE AND TO VOTE

- 20.1 Only Unrestricted Members will be entitled to be elected as an Officer or other Director or to vote at any General Meeting of the Club or vote in the annual elections of Officers and other Directors in accordance with Clause 25. Every Unrestricted Member present in person or by proxy at a properly convened General Meeting will be entitled to one vote. Every Unrestricted Member will be entitled to receive and cast one ballot in elections (if ballots are required) in accordance with clause 25 of this Constitution.
- 20.2 Any Member who is in arrears or default with his or her subscription or any part thereof or any other payment due by him or her to the Club for a period exceeding the fourteen days notice given him or accordance with clause 16.3 (a) will not be eligible to vote at any meeting or to nominate any candidate for election as an Officer or Director.

21. OFFICERS OF THE CLUB

The Officers of the Club are:

- (a) The President;
- (b) the Vice President; and
- (c) the Honorary Treasurer.

22. BOARD OF MANAGEMENT

The Board of Management (in this Constitution referred to as the Board) will be constituted by the Officers of the Club (as provided in Clause 21) and five other Directors who will be elected or appointed as provided in this Constitution.

23. DIRECTORS

- 23.1 The Directors of the Club are the Board members.
- 23.2 The Board may, at its discretion, declare vacant the office of any Director who fails to attend three consecutive Board meetings without the prior consent of the Board.

24. VARIATION OF NUMBER OF BOARD MEMBERS

The Club may from time to time by ordinary resolution at a General Meeting increase or reduce the number of Officers or the number of the other Directors.

25. ELECTION OF OFFICERS AND DIRECTORS

- 25.1 The Officers and the other Directors are elected by Unrestricted Members at the Annual General Meeting.
- 25.2 Subject to the provisions of this Clause 25.2, any two Unrestricted Members of the Club will be at liberty to nominate and second any Unrestricted Member to serve as an Officer or other Director. An Unrestricted Member will be permitted to be nominated for more than one position as an Officer or other Director as aforesaid but will not be eligible to hold more than one position at any one time. Only Unrestricted Members who have been Unrestricted Members for at least two consecutive years are eligible to nominate or second any other Unrestricted Member. Only Unrestricted Members who have been Unrestricted Members for

at least two consecutive years are eligible to be nominated for a position as an Officer or other Director unless 75% of the Board vote to the contrary.

- 25.3 The nomination must be in writing signed by the proposer and seconder and by the nominee giving consent to his or her nomination and must be delivered to the Returning Officer at least twenty-eight days before the date fixed for the Annual General Meeting.
- 25.4 If there are more nominations than vacancies for any office, balloting lists will be prepared containing the name of candidates the order of which will be decided by lot for each vacancy.
- 25.5 Ballots shall be issued to all Members entitled to vote twenty-one days prior to the Annual General Meeting with notification to return by hand, mail or vote electronic by 10.00 am on the day appointed for the Annual General meeting. Ballot papers received after that time will not be considered.
- 25.6 A Returning Officer must be appointed by the Board at least six weeks before the date of the Annual General Meeting. The Returning Officer must appoint a Deputy Returning Officer and such staff necessary for the conduct of the ballot. Such appointed staff members may not be Directors or candidates for election.
- 25.7 Each candidate for election may appoint one scrutineer by nomination in writing to the Returning Officer.
- 25.8 If two or more candidates obtain an equal number of votes a decision will be made by the casting vote of the President except in the case of an election for a President when the Vice President will have the casting vote.
- 25.9 In case a sufficient number of candidates are not nominated, the Board may fill up the remaining vacancies or vacancy with any Unrestricted Member of the club it considers suitable and who consents to the appointment.
- 25.10 The Board will have power to make rules for the issue and safe custody of ballot papers and other matters incidental to the taking of ballots in the manner described above.
- 25.11 The Returning Officer or in his or her absence the deputy Returning Officer, must report the results of all ballots to the Chairman and must (subject to Clause 25.8) declare elected those candidates who have polled a majority of votes in the particular category of office for which they were candidates.
- 25.12 Any Unrestricted Member nominated as an Officer or Director of the Board will be ineligible to stand if he/she is also an employee, officer or director of any other club or similar organisation unless 75% of the Board vote to the contrary.

26. POWERS OF THE BOARD

- 26.1 The Board will be entrusted with the management and conduct of the business and affairs of the Club and must exercise its powers in accordance with this Clause 26.
- 26.2 The Board of the Club may exercise all such powers and do all such things as may be exercised or done by the Club save such as are by this Constitution, the By-Laws, the **Corporations Law** or any other applicable law required to be exercised or done by the club in General Meeting. No restrictions made by the club in General Meeting will invalidate any prior act of the Board which would have been valid if such resolutions had not been made.

- 26.3 The Board may not enter into any agreement with any other club or clubs whereby the Club or such other club or clubs mutually grant or agree to affiliate without a Special Resolution of the Members of the Club approving such agreement.
- 26.4 The continuing members of the Board may act notwithstanding any vacancy on the Board, but so long as their number falls below the number fixed for a quorum (Clause 29.2), the continuing members of the Board will not act except for the purposes of filling vacancies or for any matter of emergency or for calling a meeting or meetings of Members of the Club.

27. TERMS OF OFFICE

Subject to Clause 28, the Officers and Directors of the club will hold office for a period of two years commencing from the conclusions of the annual General Meeting at which they are elected. The President, Honorary Treasurer and two of the Directors of the club will automatically return in one year, and the Vice President, and three of the Directors of the Club will automatically return in the alternate year, unless they resign or are removed by resolution of a General Meeting pursuant to the Corporations Law, or otherwise in accordance with this Constitution.

28. CASUAL VACANCIES ON BOARD

- 28.1 The Board has power to appoint an Unrestricted Member to fill a casual vacancy of the Board and the Member so appointed will hold office until the conclusion of the expected term of office of the Board Member who caused the vacancy to occur.
- 28.2 Where a casual vacancy arises in the position of a Board Member who is also an Officer, the Board shall appoint another elected Director to assume the vacant Officer role, and the casual appointment pursuant to clause 28.1 shall fill the casual vacancy created thereby.

29. MEETINGS OF BOARD

- 29.1 The Board must meet at least once each calendar month
- 29.2 Five Directors personally present shall form a quorum.
- 29.3 The President or Vice President or any two members of the Board may at any time (and the Secretary or the Manager on the request of the President or Vice President or two members of the Board must) summon a meeting of the Board.
- 29.4 Reasonable Notice of meeting must be given to each Director.
- 29.5 If all of the Directors consent, the Directors may participate in a Board meeting each by means of any technology allowing all persons participating in the meeting to hear other at the same time. Any Director participating in such a meeting is for the purposes of this constitution taken to be personally present at the meeting. The consent of a Director to the use of technology may be a standing one. Any consent of a Director to the use technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.
- 29.6 If all Directors have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms taken to have been passed at a Board meeting held on the day on which (and at the time at which) the document was signed by all Directors.

- 29.7 For the purposes of Clause 29.6, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together taken to constitute one document.
- 29.8 A reference in Clause 29.6 to all the Directors does not include a reference to any Director who, at a meeting of Directors, would not be entitled to vote on the resolution.
- 29.9 A statement sent electronically by a Director to an agreed electronic address that he or she is in favour of a specified resolution shall be taken to be a document containing that statement and duly signed by the director. Such document shall be taken to have been signed by the director at the time of its receipt at the agreed electronic address.

30. CHAIRMAN OF BOARD MEETINGS

The President, or in his or her absence the Vice President, will be Chairman of meetings of the Board but if at any meeting either of these are absent at the time set for holding the meeting, the members present must choose one of the number to be Chairman of such meeting.

31. VOTING IN BOARD MEETINGS

All questions arising at any meeting of the Board will be decided by a majority of votes and where the voting is tied, the Chairman will have a second or casting vote.

32. BOARD MINUTES

Minutes of all resolution and proceedings of all meetings of the Board must be entered in the Minute Book and kept with the Club's company records.

33. VALIDITY OF ACTS OF THE BOARD

All acts done by any meeting of the Board or any Section Committee will, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member thereof, or that he or she was not validly elected, be as valid as if such person had been duly appointed or elected.

34. VACATION OF THE OFFICE OF A BOARD MEMBER

The office of a Board Member will automatically be vacated:

- (a) if he or she becomes of unsound mind or if he or she or his or her estate becomes liable to be dealt with in any way under the law relating to mental health; or
- (b) if he or she is found guilty or convicted of any offence of the kind listed in Section 206B of the *Corporations Law*, or
- (c) if he or she resigns from the Board; or
- (d) if he or she is removed from the Board by ordinary resolution of a General Meeting; or
- (e) if he or she ceases to be an Unrestricted Member; or
- (f) if he or she is absent without leave of the Board of three consecutive Board meetings and the Board resolves that his or her seat be declared vacant.

35. POWER TO BORROW MONEY

- 35.1 The Board may from time to time with the consent of the Club obtained in General Meeting raise or borrow any sum of money for the purpose of the Club.
- 35.2 Subject to Clause 26.2 of this Constitution, the Board may raise or secure the repayment of such moneys on such terms and conditions as it sees fit, and by mortgaging or securing the undertaking and property of the Club, or any part thereof, and with power to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.

36. BY-LAWS

The Board may make, repeal and amend By-Laws as it may from time to time deem necessary or fit for the purpose of the conduct and managing of the Club. No By-Laws may be inconsistent with the powers or restrictions contained in this Constitution and any By-Laws may be set aside or determined by resolution of a General Meeting.

- 36.1 The Board must give notice to Members of the Club of all such By-Laws, amendments and repeals by posting them on the Club's website and in the Club House.
- 36.2 A copy of the By-Laws will be available at all times on the Club's website and at the office of the Club for inspection by any Member.

37. POWER TO MAKE LEVIES – GENERAL

- 37.1 The Board may make levies on Members (other than Honorary Members or Gaming Members) for contributions in addition to any annual Subscription or fee.
- 37.2 The total amount of the levies payable in respect of any one financial year shall not exceed an amount equal to twenty per centum of the annual subscription payable by the Member in respect of that financial year. Levies shall be against all categories of Members (other than Honorary Members and Gaming Members) at the same time and in the same proportions to their respective annual subscriptions. Any such levy shall be considered as a revenue levy for the purpose of Clause 16.

38. POWER TO MAKE LEVIES – SPECIAL PURPOSE

- 38.1 In addition to the powers conferred on the Board by Clause 37, the Members in General Meeting may by ordinary resolution confer upon the Board power to make levies for the special purpose of providing finance for one or more particular expenditures connected with the purpose of the Club. Any amount so raised shall expended by the Board substantially only for the special purpose for which it was expressed to be raised. The resolution authorizing the making of such levies must stipulate the total amount to be raised and the period over which it is to be raised.
- 38.2 Subject to the conditions imposed by the resolution referred to in clause 38.1, the Board may decide as to the time and manner of making levies authorized pursuant to this paragraph save that:
- (a) any such levies must be made against all categories of Members (other than Honorary Members and Gaming Members) at the same time and the same proportions to their respective annual subscriptions payable in respect of the year during which such call is made; and

- (b) where the total amount to be raised is to be raised over a period extending beyond the one financial year, the Board must make levies so that approximately equal proportions of such total amount are raised in each of the financial years within period; and
- (c) any such levies shall not be considered to be revenue levies for the purpose of Clause 16

39. SECTION COMMITTEES

- 39.1 To administer the sporting, social and other activities of the Club, the Board may from time to time appoint from among the Members, Section Committees particularly for the furthering of the control of such activities and the Board may delegate to such Committees such of the powers or duties of the Board as the Board may determine.
- 39.2 The Board may recall or revoke any such appointment or delegation. The Board may from time to time add to any Section Committee any Member of the Club to assist the Section Committee, which may include Members recommended by Members active in the various phases of the activities of the Club.
- 39.3 The Board may appoint a Chairman of each Section Committee who will convene meetings of the Section Committee as required, or as they may be directed by the Board, and such Chairman shall have a casting vote where a vote of the Section Committee is tied.
- 39.4 All Section Committees must keep minutes of all resolutions and proceedings of all their meetings and shall enter them in a Minute Book to be provided for that purpose and shall give a report to the Board of such resolutions and proceedings.
- 39.5 The President shall be an ex-officio Member of all Section Committees.

40. RULES OF SPORTING ACTIVITY

Each of the Section Committees must ensure that all sporting activities organised by the Club will be strictly controlled in order that all games played shall strictly conform to the rules and regulations of any Controlling Body established in the State of Victoria or Commonwealth of Australia for the purpose of advancing, promoting or controlling each branch of sport or game.

41. ACCOUNTS

- 41.1 The Board must ensure that there are kept proper accounts and records of the transactions and affairs of the Club and such other records as will sufficiently explain the financial operations and financial position of the Club.
- 41.2 The Board must make available copies to Members of every annual profit and loss account and balance sheet (including every document required by law to be attached thereto), and accompanied by a copy of the auditor's report thereon as required by the **Corporations Law**. The Board must cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the end of the financial year preceding the date of the meeting in accordance with the **Corporations Law**.
- 41.3 The Board may from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Club will be open to the inspection of Members.

42. BANKING

- 42.1 It shall be the duty of the Manager or his or her duly appointed nominee to forthwith pay all moneys received on behalf of the Club into the banking account or accounts of the Club, at such Bank or Banks as the Board may from time to time direct.
- 42.2 All payments will be made only with or on the authority or subject to the approval of the Board by such payment methods as the Board from time to time approves.

43. DEALINGS WITH REAL ESTATE

The Board of the Club must not, without the consent of the Club obtained in General Meeting, demise, exchange, sell or otherwise dispose of the whole or any part of the real property of the Club.

44. AUDIT AND AUDITORS

- 44.1 The accounts of the Club must be audited at least once each financial year by one or more auditors who are registered under the *Corporations Law*.
- 44.2 The auditor or auditors are appointed by the Members at a General Meeting unless the Board is required by the *Corporations Law* to fill a vacancy in the position of auditor.

45. SECRETARY

The position of a Club Secretary, whether Honorary or otherwise, shall be filled at the discretion of the Board on an annual basis from among the five Directors of the Board and the Manager.

46. GENERAL MEETINGS

- 46.1. An Annual General Meeting of the Club must be held in accordance with the provisions of the Corporations Law.
- 46.2 A Half-Yearly General Meeting in addition to the Annual Meeting may be held in each year on a date to be arranged by the Board for the purpose of transacting such business as shall have been specified in the notice convening the meeting and such other business as the Chairman may permit.
- 46.3 A Director may whenever he or she thinks fit convene a General Meeting. General Meetings may also be convened by Members in accordance with the Corporations Law.

47. NOTICE OF GENERAL MEETINGS

- 47.1 Subject to the provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or taken to be served, and exclusive of the day for which notice is given) must be given to persons entitled to receive notices from the Club.
- 47.2 A notice of General Meeting must:
- (a) set out the place (which may be within or outside Australia), date and time for the meeting, (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;

- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (d) contain a statement that a Member has the right to appoint a proxy who must be a Member of the Club.

48. PROCEEDINGS AT GENERAL MEETINGS

- 48.1 No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 48.2 No resolution may be passed at any General Meeting unless a quorum of Members is present at the time when the resolution is put to the vote of the meeting.
- 48.3 Save as otherwise provided in this Constitution, forty (40) Unrestricted Members constitute a quorum.
- 48.4 If an Unrestricted Member attending a General Meeting is also a proxy for one or more Members, he or she is to be counted only once in determining whether a quorum is present.
- 48.5 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of Members, is dissolved. In any other case it stands adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- 48.6 The President must preside as Chairman at every General Meeting of the Club, or if there is no President, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President must be the Chairman or if the Vice-President is not present or is unwilling to act then the Members present may elect one of their number to be Chairman of the meeting.
- 48.7 The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

49 VOTING

- 49.1 At any General Meeting, a resolution put to the vote of the meeting is to be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least five Unrestricted Members present in person or by proxy and having the right to vote at the meeting.
- 49.2 Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to

that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll shall not be demandable on the election of a Chairman or a meeting. The demand for a poll may be withdrawn.

- 49.3 If a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question or adjournment must be taken forthwith.
- 49.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.
- 49.5 A Member may vote in person or by proxy. Each Member entitled to vote under clause 20.1 shall have one vote.
- 49.6 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll by his or her Board or trustee, or by such other person as properly has the management of his or her estate, and any such Board, trustee or other person may vote by proxy.
- 49.7 No Member may vote at any General Meeting if his or her annual subscription (if any) is more than two months in arrears at the date of the meeting.
- 49.8 No objection shall be made as to the validity of any vote except at the meeting or poll at which such vote was tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The decision of the Chairman as to the admission or rejection of a vote shall be final and conclusive.

50. PROXIES

- 50.1 An instrument appointing a proxy must be in writing under the hand of the appointor or his or her attorney duly authorized in writing. Such instrument must be deposited with the Secretary at least 48 hours before the relevant meeting.
- 50.2 A proxy must be a Member of the Club.
- 50.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in proxy respect of a particular resolution and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 50.4 An instrument appointing a proxy may specify that the proxy is to abstain from voting in proxy respect of a particular resolution and where an instrument of proxy so provides, the may not vote in respect of the resolution.
- 50.5 Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- 50.6 An instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- 50.7 An instrument appointing a proxy must be in the following form or in a form that is similar to the following form:

MULGRAVE COUNTRY CLUB

I, _____ of _____
Being a Member of the Club, hereby appoint _____
of _____ or, failing him/her _____
of _____
as my proxy to vote for me and on my behalf at the *Annual General/ *General Meeting of
the _____
Club to be held on the _____ day of 20 _____ and at any adjournment of
that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed,
her or she may vote or abstain as he or she thinks fit.

For/Against Abstain

(Description of resolution)

*Strike out whichever is not desired.

51. TECHNOLOGY

- (a) This clause 51 applies despite anything to the contrary in this Constitution.
- (b) Subject to and to the extent permitted by the Corporations Law, a General Meeting may be conducted as a hybrid meeting or a virtual meeting using or with the assistance of one or more technologies that give Members as a whole a reasonable opportunity to participate in the General Meeting without being physically present in the same place, and all notices and documents to be provided to Members in relation to that meeting may be provided electronically.
- (c) The Directors may arrange to hold a virtual or hybrid General Meeting in accordance with clause 51(c) and may also make any arrangement and impose any requirement or restriction in connection with participation at the General Meeting, including any that is necessary to ensure the identification of those taking part and the security of the technological facility through which Members participate in the General Meeting.
- (d) Instead of or in addition to specifying the place of the General Meeting, the notice convening a General Meeting in accordance with clause 51(c) must include information about how those entitled to attend can attend and participate in the meeting by technological means (including how they can participate in a vote taken at the meeting, and speak at the meeting, to the extent they are entitled to do so).

- (e) All persons so participating in a General Meeting in accordance with this clause 51 are taken for all purposes (including quorum requirements) to be present in person at the General Meeting while so participating.
- (f) A General Meeting held in accordance with clause 51(c) is held at the venue at which the Chair is located or at such other venue(s) determined by the Chair at which at least one Member or their proxy, attorney or Representative is located for the duration of the General Meeting.
- (g) A requirement to allow an opportunity for persons attending the General Meeting in accordance with clause 51(c) to vote or speak may be complied with by using one or more technologies that allow that opportunity (which may include by allowing a person's vote to be recorded in advance of the General Meeting and, in relation to speaking, may include by allowing a person to send messages or otherwise communicate by electronic means, either orally or in writing).
- (h) If a technical difficulty occurs which the Chair considers prevents those participating or intending to participate in the General Meeting in accordance with clause 51(c) to have a reasonable opportunity to do so or prevents the Chair from being aware of the proceedings at the General Meeting, the Chair may:
 - (i) adjourn the General Meeting until the technical difficulty is resolved or otherwise addressed to the Chair's satisfaction; or
 - (ii) continue to hold the General Meeting and transact business, and no member may object to the meeting being held or continuing.
- (i) The inability of one or more Members or their proxies, attorneys, or Representatives to participate or continue to participate in a General Meeting in accordance with clause 51(c) does not affect the validity of the General Meeting or the business conducted at the General Meeting provided that sufficient Members or proxies, attorneys and Representatives are able to participate in the General Meeting as are required to constitute a quorum.
- (j) All other rules relating to the convening or holding of a General Meeting apply to the convening and holding of a general meeting in the way permitted under this clause 51 with any necessary changes.

52. MINUTES OF GENERAL MEETINGS

Minutes must be kept of the proceedings of and resolutions passed at all General Meetings and shall be entered in the Minutes Book of the Club and signed by the Chairman of the same meeting or by the Chairman and will be evidence of all such proceedings and resolutions and of the proper election of the Chairman.

53. INDEMNITY

53.1 Officers indemnified against liability

To the extent permitted by law, the Club indemnifies every person who is or has been Officer of the Club against any liability incurred by that person;

- (a) as such an Officer of the Club; and
- (b) to a person other than the Club or a related body corporate of the Club,

Unless liability arises out of conduct on the part of the Officer which involves a lack of good faith; or

- (c) is contrary to the Club's express instructions.

53.2 **Officers indemnified against legal costs**

To the extent permitted by law, the Club indemnifies every person who is or has been Officer of the Club against any liability for legal costs incurred by the person in his or capacity as Officer of the Club.

53.3 **Officer defined**

For the purposes of this clause, "**Officer**" includes:

- (a) The Directors and the Secretary;
- (b) Executive Officers as defined by the Corporations Law; and
- (c) Full-time employees as determined by the Directors.

54. **LIQUOR TRADING**

54.1 Liquor must not be supplied on the Club premises except in accordance with a licence held under the **Liquor Control Reform Act**, including any conditions specified in such licence.

54.2 A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is:

- (a) a guest in the company of a Member; or
- (b) if the guest is an Authorised Gaming Visitor admitted as an Authorised Gaming Visitor in accordance with this Constitution;
- (c) an attendee at a Club event or a pre-booked function.

54.3 Subject to the licence held under the **Liquor Control Reform Act** being a Full Club licence:

- (a) liquor may be supplied to a Member for consumption on or off the licensed premises; and
- (b) liquor may only be supplied to a visitor for consumption on the licensed Club premises.

54.4 This clause is deemed to provide and preclude all things the Constitution of the Club is required to do by virtue of Schedule 1 of the Liquor Control Reform Act, and takes precedence over anything to the Contrary in this Constitution.

54.5 No payment or part payment of any amount may be made to any Officer or employee of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

54.6 The Board must ensure that the use of the licensed Club premises does not contravene the planning scheme that applies to the licensed premises under the **Planning and Environment Act 1987 (Victoria)**.

54.7 If the licence held under the **Liquor Control Reform Act** authorizes the Club to supply liquor outside ordinary trading hours, the Board must ensure that the Club does not cause with or permit undue detriment to the amenity of the area to arise out of or in connection the use of

the licensed premises during or immediately after the hours outside ordinary trading hours to which it relates.

- 54.8 Persons under 12 years of age who are not Members of the Club are permitted on Club premises to participate in sporting activities, including presentation functions, providing these persons are in the company of a Member of the Club aged 18 years or over or as otherwise provided for under **the *Liquor Control Reform Act***.

55. COMMON SEAL

- 55.1 The Common Seal of the Club must be kept in the custody of the Secretary.
- 55.2 The Common Seal must not be affixed to any document except by the authority of the Board. The affixing of the Common Seal must be attested by the signature either of two Officers or of one Officer and the General Manager or Secretary or other Member of Board.

56. NOTICES

- 56.1 A notice may be served on any Member;
- (a) personally; or
 - (b) by delivering or sending it by post to the Member at his or her address shown in Register of Members; or
 - (c) by sending it to an email address (if any) nominated by the Member.
- 56.2 A notice is taken to be properly sent by post 3 business days after posting. A notice sent by email is taken to be given on the business day after it is sent.

57. CONSTITUTION BINDING ON MEMBERS

Each Member is bound by the Constitution and any By-Laws made under it. Each Member must comply with any lawful direction given by or with the authority of the Board.

58. INTERPRETATION OF CONSTITUTION

- 58.1 The Board may decide any dispute or difference which may arise as to the meaning or interpretation of this Constitution and any Rules made under it.
- 58.2 The decision of the Board made in accordance with Clause 58.1 above may be amended, reversed or quashed by a resolution passed at a General Meeting. However, any act done on such decision prior to the amendment, reversal or quashing is deemed to have been made in accordance with this Constitution.
- 58.3 The previous memorandum and articles of association of the Club are hereby repealed and replaced by this Constitution.
- 58.4 A copy of this Constitution will be kept on the Club's premises for viewing and the club's official website.

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