



ROSE BAY RSL CLUB CO-OP LTD
ABN 27 950 495 122

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of ROSE BAY RSL CLUB CO-OP LIMITED (the "Club") to be held on Saturday 13th December 2025 commencing at 11.00am at **Club Bondi Junction, 34 Bronte Rd, Bondi Junction, NSW.**

ORDINARY BUSINESS

The business of the meeting will be as follows:

1. Apologies.
2. Presidents Report.
3. To confirm the minutes of the previous General Meeting dated 18th January 2025.
4. To receive and consider reports required by Section 284 of the Co-Operatives Adoption of National Law Act 2012.

The 2024 Financial Statements include:

- a. An income and expenditure statement from 1 January 2024 to 15 August 2024 (being the date Club Rose Bay appointed SV Partners as Administrators).
- b. A Balance Sheet as at 15 August 2024 (being the date Club Rose Bay appointed SV Partners as Administrators).
- c. Receipts and Payments incurred by SV Partners as Administrators, from 15 August 2024 to 31 December 2024.
- d. Receipts and Payments incurred by Cathro & Partners, in their position as Manager and Receiver from 30 August 2024 to 31 December 2024.

(Note 1. Copies of these reports are available on email request to management@clubrosebay.com.au and or on the Club's website. Any member may request a copy in writing, and the Club will provide it either by email or as a printed version.)

(Note 2. Members who intend to raise questions about the financial statements or the Club's affairs are encouraged to submit their questions in writing to the Chief Executive Officer by 29th November 2025. This helps the Club prepare considered responses for everyone's benefit. You may still ask questions at the meeting; however, detailed answers may not be available on the day without prior notice.)

The Office of Fair Trading has confirmed that under the Co-operatives National Law (CNL), there is no requirement for an audit and or directors report to be completed, given the Club is classified as a Small Cooperative. Club Rose Bay rule 74 requires that an auditor be appointed in accordance with the Act. The Board has sought advice to confirm that an Audit is not applicable for the 2024 Calander year, particularly given the appointment of SV Partners as Administrators and appointment of Cathro & Partners as Manager and Receiver due to the financial position of the club, prior to the subsequent appointment of Hemmes Trading Pty Ltd as Manager, effective 3 April 2025.

Audited financial statements will be prepared for calendar 2025, specifically from 3 April 2025 (when Cathro & Partners, in their position as Manager and Receiver were Retired) to 31 December 2025.

5. To conduct the election of the Board (if required) and to declare the results of the election of the Board.
6. To elect and determine the remuneration of auditors where necessary (to be considered as Resolution 2)

SPECIAL BUSINESS

7. To consider and if thought fit pass the Ordinary Resolution (“Resolution 1”) set out below in relation to directors’ expenses.
8. To consider and if thought fit pass the Ordinary Resolution (“Resolution 2”) set out below in relation to the appointment of an auditor.
9. To consider and if thought fit pass the Special Resolution (“Resolution 3”) set out below in relation to amending the Rules.

GENERAL BUSINESS

10. General Business

NOMINATIONS FOR ELECTION AS DIRECTOR

- In accordance with the triennial rule, the Board may consist of a minimum of five and a maximum of seven Directors. As this AGM marks the first election under the triennial system since its adoption, all Director positions will be open for election.
- Nomination forms must be submitted to the Secretary by email at management@clubrosebay.com.au or by post to: 1 Vickery Avenue, Rose Bay NSW 2029 by 5:00pm on Saturday, 30 November 2025.
- Forms are available for download from the Club’s website or may be requested by contacting the Secretary/Chief Executive Officer at management@clubrosebay.com.au.
- Further information about the election process and the triennial rule can be found in Rule 37 of the Club’s Constitution.

RESOLUTION 1 (ORDINARY RESOLUTION)

To consider, and if thought fit, to pass the following ordinary resolution:

“(a) That the members hereby approve of reasonable expenditure by Rose Bay RSL Club CO-oP Ltd ABN 27 950 495 122 (the “Club”) until the next Annual General Meeting of the Club for the following:

- (i) The reasonable costs of directors attending seminars, lectures and other educational activities and training as determined by the Board from time to time;
- (ii) The reasonable cost of a meal and beverage for each director before and after a Board or Committee meeting on the date of that meeting when such meeting coincides with a normal meal time;
- (iii) The reasonable costs (including travel and accommodation expenses) of directors attending meetings, conferences and trade shows conducted by Clubs NSW, the Club Managers Association and such other conferences and trade shows as determined by the Board from time to time;
- (iv) The reimbursement of reasonable out of pocket expenses incurred by directors travelling to and from directors meetings or other duly constituted meetings of any committee of the Board; and
- (v) The provision of reserved parking spaces at the Club premises for the Directors use.

(b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club.”

EXPLANATORY NOTES TO RESOLUTION 1 (ORDINARY RESOLUTION)

- Under the Registered Clubs Act 1976 (“Registered Clubs Act”) benefits can only be provided by the Club for Directors and other members, that are not offered equally to all Full Members of the Club, if approved by ordinary resolution of the members.

RESOLUTION 2 (ORDINARY RESOLUTION)

To consider, and if thought fit, to pass the following ordinary resolution:

“That the members, hereby approve, subject to the approval by the Registrar of the resignation of Conroy Audit & Advisory as existing auditor of Rose Bay RSL Club Co-Op Ltd ABN 27 950 495 122 (if required), the appointment of Deloitte Touche Tohmatsu as the auditor of Rose Bay RSL Club Co-Op Ltd ABN 27 950 495 122”.

EXPLANATORY NOTES TO RESOLUTION 2 (ORDINARY RESOLUTION):

1. The Club notes that Conroy Audit & Advisory has resigned as auditor of Rose Bay RSL Club Co-op Ltd, conditional upon the Registrar’s consent (if required).

2. The Club further notes that Conroy Audit & Advisory has confirmed to the Board that there are no unresolved disagreements between the auditor and the management or directors of the Club.
3. The Club acknowledges that the Registrar's consent to the resignation (if required) has been applied for but, as at the date of this notice, has not yet been received nor confirmed as not required.
4. The Club notes that Pamela Porter Member Number: 411 being a member of the Club, has nominated Deloitte Touche Tohmatsu to be appointed as the new auditor of the Club and a copy of this nomination is below.
5. The Board of the Club has approved the appointment of Deloitte Touche Tohmatsu as auditor of the Club subject to any required approvals by the Registrar, as applicable, and the passing of the above resolution by members of the Club at the Annual General Meeting.

MEMBER AUDITOR NOMINATION:

17 November 2025

To:
 The Secretary
 Rose Bay RSL Club Co-Op Limited
 ABN 27 950 495 122
 1 Vickery Avenue Rose Bay NSW 2029

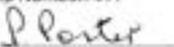
Subject: Nomination of Auditor

Dear Secretary,

I, Pamela Porter being a member of Rose Bay RSL Club Co-Op Limited ABN 27 950 495 122, hereby nominate Deloitte Touche Tohmatsu to be the auditor of the Rose Bay RSL Club Co-Op Limited ABN 27 950 495 122.

Yours sincerely,

Name: Pamela Porter
 Membership Number: 411

Signature: 

ORDINARY RESOLUTIONS - PROCEDURAL MATTERS

- An Ordinary Resolution is carried if it receives a simple majority of votes from eligible members present and voting at the meeting.
- The Registered Clubs Act does not permit voting by proxy.
- Voting is restricted to financial ordinary members and Life members.
- Club members who are also employees are not permitted to vote, as outlined in the Registered Clubs Act.
- The Club's Board supports and recommends each resolution to the members for their consideration.

RESOLUTION 3 (SPECIAL RESOLUTION)

To consider, and if thought fit, to pass the following special resolution:

"The Rules of Rose Bay RSL Club CO-op Ltd ABN 27 950 495 122 are amended as follows:

1. The insertion of a new definition of "Declaration of Ineligibility" as follows:

““Declaration of Ineligibility” means a declaration under the Registered Clubs Act, section 57H(2)(g) that a person is ineligible to-

- (a) stand for election to be, be appointed to be or hold office as a member of the governing body of a registered club, or
- (b) be appointed as secretary of a registered club.”

2. The deletion from the definition of “Registered Clubs Accountability Code” of the words “Schedule 2 of” and the words “2015 (NSW)”.

3. The insertion of a new definition of “Registered Clubs Regulation” as follows:

““Registered Clubs Regulation” means the Registered Clubs Regulation 2025 (NSW) made under the Registered Clubs Act 1976 (NSW), and any regulation that amends, re-enacts or replaces that regulation from time to time.”

4. The deletion from Rule 11(b) of the word “et” and replace with the word “let”.

5. The deletion from Rule 11(j) of the word “pr” and replace with the word “or”,

6. The deletion from Rule 12 of the cross reference to “Part 6” and replace with the cross reference to “Part 2.6”.

7. The deletion from Rule 14(b) of the word “an” and replace with the word “a” and the insertion of the word “; and” after the word “Member”.

8. The insertion of a new Rule 14(c) as follows:

“(c) for the avoidance of doubt the Board may determine and change from time to time the length of Foundation memberships offered by the Club.”

9. The insertion in Rule 23(a) of the words “for membership” after the word “form” and the insertion of the words “(whether by physical or electronic means)” after the word “completed”.

10. The insertion in Rule 23(b) of the words “(either physical or by electronic means)” after the words “depositing the nomination form”.

11. The deletion of Rule 24(b) and the renumbering of the remaining subrules in this Rule 24.

12. The amendment to Rule 24(c) (now Rule 24(b)) as follows:

- a. the insertion of the words “be in writing either in hard copy or created electronically and will” after the words “which will”;
- b. the insertion of the words “the following” after the word “containing”;
- c. the deletion of the words “as are from time to time prescribed by the Board, including”;
- d. moving the words “the full name and address” to a new subrule (i) and the insertion of the words “of the candidate;”;
- e. the insertion of new subrules (ii), (iii) and (iv) as follows:
 - “(ii) email address of the candidate;
 - (iii) telephone number of the candidate;
 - (iv) date of birth of the candidate;”

- f. the deletion of the words “of the candidate and” and moving the remainder of this Rule to subrule (v) and insertion of the word “;and”;
 - g. the insertion of new subrule (vi) as follows:
“(vi) such other particulars as may be prescribed by the board from time to time.”
13. The insertion in Rule 24(d) (now Rule 24(c)) of the words “by the candidate either by hand (for hard copy applications) or by electronic signature (for applications by electronic means)” and the deletion of the words “by the proposer and seconder and the candidate”.
 14. The deletion in Rule 24(e) (now Rule 24(d)) of the words “and address” and the words “and of his proposer and seconder to”.
 15. The insertion in Rule 24(f) (now Rule 24(e)) of the words “(whether submitted in hard copy or electronically)” after the word “membership”.
 16. The insertion in Rule 26 of the words “provided that the amount payable by Ordinary Members is not more than one hundred dollars (\$100) per annum” after the word “prescribed” and the deletion of the words “and for” and replace with the word “. For”.
 17. The deletion from Rule 30(a) of the cross reference to “Part 6” and replace with the cross reference to “Part 2.6”.
 18. The deletion from Rule 31A(c)(ii) of the cross reference to “32A(c)” and replace with the cross reference to “31A(c)”.
 19. The insertion in Rule 35(b) of the words “have been a financial member since 31 March 2026 or” after the word “who” and the insertion of the word “otherwise” after the word “have”.
 20. The deletion from Rule 35(c) of the words “pursuant to” and the replace with the words “subject to and in accordance with the requirements and limitations of” and deletion of the word “Regulations” and replace with the words “Registered Clubs Regulation”.
 21. The amendment to Rule 36 as follows:
 - a. the deletion in subrule 36(c)(iii) of the words “1 July 2024” and replace with “31 March 2026” and the deletion of the word “or” at the end of this subrule;
 - b. the insertion at end of subrule 36(c)(iv) of the word “; or”;
 - c. the insertion of new subrule 36(c)(v) as follows
“(v) is or has at any time been subject to a Declaration of Ineligibility”
 22. The deletion of Rule 37A and replace with the following:
 - “37A (a) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for Directors as required by the Registered Clubs Act and the Registered Clubs Regulation.
 - (b) The training required under the Registered Clubs Act and the Registered Clubs Regulation or any other course of instruction for Directors for the purposes of this Rule 37A shall be at the expense of the Club.

- (c) A Director who fails to complete the mandatory training requirements for directors within the prescribed period (unless exempted) will be in breach of these Rules and will thereby cease to be a director in accordance with Rule 38.
23. The deletion in Rule 38(j) of the word “contactor” and replace with “contractor”.
24. The insertion in Rule 38(k) of the words “, or the Registered Clubs Regulation,” after the words “Registered Clubs Act”.
25. The insertion in Rule 38(l) of the words “, including without limitation a Declaration of Ineligibility” after the word “effect”.
26. The deletion in Rule 43A(a) of the words “Schedule 2, Clause 8” and replace with “section 9” and the insertion of the word “Code” after the word Accountability”.
27. The deletion of subrules 43A(b), (c) and (d) and replace with the following:
- “(b) Any director must, in accordance with section 9 of the Registered Clubs Accountability Code, give a written declaration to the Secretary of the Club within twenty-one (21) days after becoming aware of:
- (i) a personal or financial interest of the director in a contract with the Club relating to the procurement of goods or services or major capital works;
 - (ii) a financial interest of the director in a hotel situated within 40km of the Club’s premises;
 - (iii) a gift or remuneration of such amount as may be prescribed by the Registered Clubs Accountability Code or more, received by the director from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (c) For the purposes of Rule 43A(b)(iii), a reference to a gift or remuneration received from an affiliated body of the Club means a gift or remuneration received from:
- (i) a related body corporate within the meaning of the Corporations Act 2001 of the Commonwealth; or
 - (ii) another body that, within the period of 12 months immediately before the receipt of the gift or remuneration, obtained a grant or subsidy from the Club.
- (d) In this Rule 43A, “gift” includes money, hospitality or discounts.
28. The deletion in subrule 43A(e) of the word “departmental”.
29. The amendment to Rule 43C as follows:
- a. The insertion of the word “(a)” after the number “43C”;
 - b. the deletion of the words “Schedule 2, Clause 4” and replace with “section 5”;
 - c. the deletion of “:” after the words “enter into” and move subrule (a) up to follow immediately after the words “enter into”;
 - d. the deletion of words “commercial arrangement or a” where it appears twice in this Rule;
 - e. the deletion of the words “does not include any interest exempted by the Registered Clubs Act” and replace with “has the meaning given to it by the Registered Clubs Accountability Code” in subrule (b).
30. The deletion from Rule 72(c) of the cross reference to “71(d)” and replace with the cross reference

to “72(d)”.

31. The replacement in subrule 74(h) of the words “special resolution” with the words “Special Resolution” whenever appearing.
32. The insertion in Rule 81 of the words “(including without limitation the members of the Board and the Secretary)” after the word “officer” on two (2) occasions in this Rule.
33. The deletion in subrule 82(d)(i) of the word “or”.
34. The replacement in subrule 82(d)(ii) of “.” with “; or”.
35. The insertion of new subrule 82(d)(iii) as follows:

“(iii) one Director, or the Secretary, authorised under a Board resolution passed at a duly convened meeting.”
36. The making of any cross-referencing, numbering or other changes required to give effect to the above amendments.”

EXPLANATORY NOTES TO RESOLUTION 3 (SPECIAL RESOLUTION)

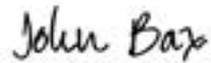
1. A copy of the amended Rules of the Co-Operative which will be adopted by the Co-Operative if Resolution 3 is passed by members, incorporating all the proposed amendments (in mark-up), has either been sent to you by electronic means with this notice of meeting or can be emailed to a member upon request.
2. The amendments to the Rules are required to update them to align with current regulatory requirements, strengthen governance provisions and provide greater flexibility in membership administration while maintaining compliance with the Registered Clubs Act.
3. Resolution 3, if passed, will amongst other things:
 - a) update the definitions, numbering, formatting and cross referencing as required as a result of other amendments made;
 - b) update eligibility requirements for Board members;
 - c) update the Rules to confirm the Board can determine and change membership term lengths;
 - d) create an annual maximum subscription fee for Ordinary Members of \$100 (as requested by the Registrar);
 - e) update the Rules to include mandatory training requirements for Directors in accordance with the Registered Clubs Act and Registered Club Regulations;
 - f) update requirements for directors to declare material personal interests and financial interests to match the Registered Clubs Accountability Code;
 - g) update membership application processes to allow application by both physical and electronic means; and
 - h) update the Rules to delete reference to old version of the Registered Club Regulations to current 2025 version.

SPECIAL RESOLUTIONS – PROCEDURAL MATTERS

- Amendments from the floor are not permitted, other than minor typographical or clerical fixes that do not change the substance or effect of a Special Resolution.
 - A Special Resolution is carried only if at least two-thirds majority of eligible members present and voting at the AGM vote in favour.
 - Voting is restricted to financial Ordinary Members and Life members.
 - The Registered Clubs Act does not permit voting by proxy nor allows for employees of the Club to vote.
 - The Board recommends that members vote in favour of the Special Resolution.
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Dated: 19 November 2025

By direction of the Board



John Stephen Bax
President

ROSE BAY RSL CLUB CO-OP LTD
Board of Directors Nomination Form

The Returning Officer,

I, _____ (Membership No. _____), being an eligible Life Member or financial Foundation Member of Rose Bay RSL Club Co-op Ltd (the Club), hereby consent to be nominated for election to the following position(s) on the Board (tick all that apply):

President

Vice President

Treasurer

Ordinary Director (up to four)

Director ID: _____

Have you previously served as a director on a board? Yes No

Currently serving on any other board(s)? Yes No. If yes, specify: _____

*Any interests to declare under section 208 of the Co-operatives National Law (NSW)? Yes No

If yes, details: _____

**Any disclosures under clause 8 of the Club Accountability Code? Yes No

If yes, details: _____

Signed (Nominee): _____ Date: _____

Nomination Proposed and Seconded by two eligible members:

Proposed by (Name)	Membership No.	Signature	Date
Seconded by (Name)	Membership No.	Signature	Date

Note: The Statutory Declaration must be completed on the reverse side of this form.

Explanatory Notes

Eligibility Requirements: The form is tailored to ensure nominees meet the Club's Rules. Only Financial Foundation Members (with at least 12 months continuous membership) or Life Members are eligible to serve on the Board. (Per recent rule changes, any member admitted after 1 July 2024 must have at least five years of continuous membership to be eligible. Ineligible categories – such as Social Members, current or former employees, members under suspension, or unfinancial members—cannot be nominated. See Club Rules/Constitution for more information.

***Section 208 (Co-operatives National Law (NSW)):** Under this law, if a director has any personal interest in a contract (or proposed contract) with the co-operative, they must declare the nature and extent of that interest to the board. This ensures that any potential conflict of interest is disclosed, protecting the co-operative's integrity. See link for more information: <https://legislation.nsw.gov.au/view/html/inforce/current/act-2012-029#sec.208>

****Clause 9 (Registered Clubs Accountability Code):** This rule requires club directors (and senior staff) to disclose any major personal or financial interests related to the club's affairs. For example, directors must declare if they have a stake in a club contract, a major project, a nearby business (e.g. a hotel within 40 km of the club). See link for more information: https://classic.austlii.edu.au/au/legis/nsw/consol_reg/rcr2025264/sch1.html

STATUTORY DECLARATION

I,, do hereby solemnly and sincerely declare as follows:

1. I am the person nominated for office as a director of Rose Bay RSL Club Co-op Limited (**the Club**) on the attached nomination form.
2. I am eligible to nominate for and be elected to the Board under the Constitution of the Club.
3. I am not an employee of the Club.
4. I am not currently under suspension from the Club.
5. I have been nominated by two (2) members who are entitled to propose and second nominees for election to the Board under the Rules of the Club.
6. I am not disqualified from being a director of the Club under section 181 of the Co-operatives (Adoption of National Law) Act.
7. I am not disqualified from being a director of a registered club pursuant to any order or declaration made by the Independent Liquor & Gaming Authority.
8. I am not a "key official" or "former key official" as those terms are defined in the Gaming and Liquor Administration Act.
9. I will properly discharge all my duties and responsibilities as a director of the Club.
10. I acknowledge that as a director of the Club I will obtain access to confidential information of the Club and I will keep such information confidential.
11. I will, unless exempted, undertake such mandatory training requirements for directors as prescribed by the Registered Clubs Regulations within the prescribed period.
12. I acknowledge that the Club is a cooperative for the purposes of the Co-operatives (Adoption of National Law) Act.
13. I acknowledge that the Club has a set of Rules with which the Club must comply and with which I as a member and (if elected or appointed) as a director must comply.
14. I give consent for background and or other checks to be performed of which an entity would normally conduct.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act, 1900.

Declared at:..... On.....

[place]

[date]

.....
[signature of declarant]

In the presence of an authorised witness, who states:

I,..... a

[name of authorised witness]

[qualification of authorised witness]

certify the following matters concerning the making of this statutory declaration by the person who made it:
*[*please cross out any text that does not apply]*

1. *I saw the face of the person OR *I did not see the face of the person because the person was wearing a face covering, but I am satisfied that the person had a special justification' for not removing the covering, and
2. * I have known the person for at least 12 months OR *I have confirmed the person's identity using an identification document and the document I relied on was.....

[describe identification document relied on]

[signature of authorised witness] *[Date]*.....

Justice of the Peace/Lawyer:.....

CO-OPERATIVES ACT 1992
A Co-operative without a Share Capital

RULES
of
ROSE BAY R.S.L. CLUB CO-OP. LTD

NAME

1. The name of the Co-operative is "Rose Bay R.S.L. Club Co-op. Ltd".

DEFINITIONS

2. In these Rules, unless there is something in the subject or context inconsistent therewith:

"the Act" means the Co-operatives (Adoption of National Law) Act 2012. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"Active Member" has the same meaning as in the Act.

"Annual General Meeting" means the Annual General Meeting held each year as required by the Act and these Rules.

"By-laws" means the By-laws of the Co-operative for the time being in force.

"the Board" means the members for the time being of the Board of Directors of the Co-operative.

"Chairman" includes deputy chairman.

"the Club" or "the Co-operative" means Rose Bay R.S.L. Club Co-op. Ltd ABN 27 950 495 122.

"Club Future Fund" means a separate authorised deposit taking institution account established to accept Future Fund Contributions.

"Declaration of Ineligibility" means a declaration under the Registered Clubs Act, section 57H(2)(g) that a person is ineligible to—
(a) stand for election to be, be appointed to be or hold office as a member of the governing body of a registered club, or
(b) be appointed as secretary of a registered club.

"Director" means a member of the Board.

"Employee" means an 'employee' as defined in Section 4 of the Liquor Act.

"Ex-serviceman" or "Ex-servicemen"

"financial member" means any Full Member who has paid all money payable by him/her to the Club by the due date for payment thereof.

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

"Future Fund Contributions" means all free cashflow of the Club at the end of each financial year less amounts required for business-as-usual capital expenditure including capital replacement, repairs and maintenance.

"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.

"Management Contract" means a contract under which a person who is not a Director of the Club, the Secretary or a Manager of the Club's premises or an employee of the Club exercises operational functions in relation to the management of the business or affairs of the club including but not limited to:

- (a) the provision of management or operational services for specific functions or departments, such as food and beverage, events, or facility maintenance;
- (b) oversight of staff, implementation of operational policies, and other administrative or business tasks as specified in the agreement;

where the contract complies with the Registered Clubs Act, Registered Clubs Accountability Code and the Act.

"Manager" means any person appointed under section 66 of the Liquor Act 2007 to manage the premises of the Club (if any).

"month" means calendar month.

"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.

"Notice Board" means the board or boards provided in the Club's premises on which notices for the information of members are posted.

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

"Register" means the Register of Co-operatives or any person delegated the Registrar's functions.

“Registered Clubs Accountability Code” means the code set out in ~~Schedule 2 of the Registered Clubs Regulation 2015 (NSW)~~ pursuant to clause 41C of the Registered Clubs Act.

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

“Registered Clubs Regulation” means the Registered Clubs Regulation 2025 (NSW) made under the Registered Clubs Act 1976 (NSW), and any regulation that amends, re-enacts or replaces that regulation from time to time.

“Registrar” means the Registrar of Co-operatives or Deputy Registrar.

“Secretary” includes Chief Executive Officer, General Manager, Secretary Manager, or Honorary Secretary.

“Senior Employee” means the most senior Employee.

“Special Resolution” means a resolution passed in the manner set out in Section 239 of the Act.

“the Office” means the registered office for the time being of the Co-operative.

Words indicating the singular include the plural and vice versa.

Words indicating the male gender include the female gender and vice versa.

INTERPRETATION

3. (a) In accordance with Section 55 of the Act, the Rules of the Co-operative will bind the Co-operative and all members thereof, and all persons claiming through them respectively, to the same extent as if each member had subscribed his or her name and affixed his or her seal thereto and there were contained in the Rules a covenant on the part of each member and his or her legal representatives to observe all the provisions of the Rules, subject to the provisions of the Act.
- (b) The Rules of the Co-operative must not be altered unless the alteration has been approved by a Special Resolution. No such alteration will have effect until the alteration has been registered by the Registrar. “Alteration” includes addition to a Rule, substitution of a Rule, and rescission of a Rule.
- (c) The Co-operative will supply a copy of these Rules to any Full Member on request. If the Secretary determines that a fee is payable for a copy of these Rules, the maximum fee will be \$5.

REGISTERED OFFICE

4. The registered office of the Co-operative will be at Vickery Avenue, Rose Bay or such other place as the Board may from time to time determine. The Board will in accordance with Section 226 of the Act cause notice of any change of registered

office to be transmitted to the Registrar in the form prescribed within 28 days after such change.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

5. The number of members of the Club will not exceed the maximum number permitted under the Registered Clubs Act.
6.
 - (a) The Club is a non-proprietary Club.
 - (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit, or advantage from the Club that is not offered equally to every Full Member of the Club.
 - (c) No person other than the Club and members is entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club unless the profit, benefit or advantage is in the form of:
 - (i) reasonable and proper interest paid to a lender on any loan made to the Club that is secured against the premises of the Club; or
 - (ii) reasonable and proper rent or occupation fees paid to the owner of the premises of the Club,being, in either case, a payment arising out of dealings reasonably carried out, or contracts reasonably made, with the Club in the ordinary course of its lawful business.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold, or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
7.
 - (a) An employee of the Club must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
8. Subject to the Registered Clubs Act:
 - (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member (as defined by the Registered Clubs Act), except on the invitation and in the company of a member; provided that this paragraph 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 of the Registered Clubs Act.

- (b) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) Subject to Section 73(2) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine or make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (d) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine to any other person.
 - (e) A person under the age of 18 years must not use or operate gaming machines or any other forms of gaming devices on the premises of the Club.
9. Voting by proxy is not permitted:
- (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.

OBJECTS

10. The objects of the Co-operative are to provide the following community services:
- (a) the provision and maintenance of buildings and grounds for recreation;
 - (b) the operation, maintenance, and carrying on of a club registered pursuant to the provisions of the Act and the Registered Clubs Act to be known as Rose Bay R.S.L. Club Co-op. Ltd;
 - (c) the provision and maintenance of the necessities, conveniences, and facilities for social intercourse, literary, and other lawful purposes;
 - (d) the provision of such other recreational facilities as the Board may determine from time to time;
 - (e) to hold a club or other licence for the sale of spirituous or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, sellers of tobacco, cigarettes and cigars and to hold a licence to keep and operate gaming machines;
 - (f) to promote such sporting and athletic activities, games, and competitions for members and guests as may be expedient.

POWERS

11. Pursuant to Section 38 of the Act, the Co-operative may do all or any of the following things as are necessary or expedient to its objects:

- (a) erect dwellings and buildings either on behalf of or for sale or letting to members;
- (b) acquire land on which dwellings or buildings are being or have been erected and sell or let the same to members;
- (c) sell or let land to its members or to any other Co-operative;
- (d) subdivide land, make and maintain private ways, bridges, culverts and drains and make, open, and dedicate roads;
- (e) provide and maintain buildings and grounds for education, recreation, or other community purposes or operate, maintain, or carry on any club, or promote or assist clubs, for any such purpose;
- (f) promote and carry out any charitable undertaking;
- (g) raise money on loan for any objects of the Co-operative from time to time subject to the Act;
- (h) acquire by purchase or otherwise shares in any other co-operative;
- (i) enter into guarantees, indemnities and agreements recourse, purchase and repurchase with an owner in relation to hire purchase agreements made between such owner and members of the Co- operative in respect of goods, plant, machinery or equipment;
- (j) to contract or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Co-operative or of the performance by the Co-operative of any of its obligations whether present or future and for such purpose to indemnify or agree to indemnify the person or persons giving or about to give such guarantee ~~or~~ guarantees and to give security over the assets of the Co-operative or any of them for such indemnity or for the performance of such agreement to indemnify;
- (k) arrange insurance on behalf of its members.

ACTIVE MEMBERSHIP PROVISION

12. In accordance with Part 2.6 of the Act:
- (a) the primary activity of the Co-operative is the operation, maintenance, and carrying on of a club registered pursuant to the provisions of the Registered Clubs Act; and
 - (b) in order to establish Active membership of the Co-operative, a person must:
 - (i) be awarded Life membership in accordance with Rule 16; or
 - (ii) be an Ordinary Member who has paid a membership subscription in accordance with Rule 25.

RESTRICTIONS ON MEMBERSHIP

13. (a) A person who is under the age of 18 years will not be admitted as a member of the Club.
- (b) A corporate body must not be a member of the Club.
- (c) A person will not be admitted to membership of the Club except as an Ordinary Member, Life Member, Provisional Member, Honorary Member, or Temporary Member.
- (d) A person will not be admitted to Ordinary Membership unless there are reasonable grounds for believing that the person will be an Active Member of the Co-operative.
- (e) Ordinary Membership of the Club shall consist of the following subclasses:
 - (i) Foundation Members; and
 - (ii) Social Members

FOUNDATION MEMBERS

14. The following persons will be the Foundation Members of the Club:
 - (a) members who at the date of the resolution amending these Rules to create the Foundation Member subclass of Ordinary Membership are registered as Ordinary Members of the Club;
 - (b) any person who had attained the age of 18 years and who has made application for Foundation membership of the Club in accordance with these Rules and who has been duly elected as ~~an~~ Foundation Member; ~~and-~~
 - (c) for the avoidance of doubt the Board may determine and change from time to time the length of Foundation memberships offered by the Club.

SOCIAL MEMBERS

15. The following persons will be the Social Members of the Club:
 - (a) any person who has attained the age of 18 years and who has made application for Social membership of the Club in accordance with these Rules and who has been duly elected as a Social Member; and
 - (b) for the avoidance of doubt the Board may determine and change from time to time the length of Social memberships offered by the Club.

LIFE MEMBERS

16. Life membership may be conferred upon any Foundation Member who has rendered outstanding service to the Club or its members. The following persons will be the Life Members of the Club:

- (a) members who at the date of the resolution adopting these Rules are registered as Life Members will be deemed to be Life Members of the Club;
 - (b) any Foundation Member who is elected to Life membership of the Club in accordance with the following procedure:
 - (i) the member must be nominated by a Full Member and seconded by another Full Member;
 - (ii) the nomination will then be forwarded to Board for approval;
 - (iii) if the nomination is approved by the Board, the nomination will then be referred to the next General Meeting of the Co- operative; and
 - (iv) if the nomination is approved at the general meeting by a majority of members present and voting at that meeting, the person nominated will be a Life Member.
17. (a) A Life Member will have all the entitlements, rights, and privileges of a financial Foundation Member.
- (b) A Life Member will be relieved from payment of any subscriptions.
- (c) Not more than one member will be made a Life Member in any one financial year of the Co-operative.

RIGHTS OF MEMBERS

18. (a) Each Life Member and financial Ordinary Member will have one vote.
- (b) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
- (c) Social Members are not entitled to be nominated for or be elected to the Board of the Club.
- (d) Without limiting the general powers of the Board referred to in paragraph (b), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
 - (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible service of gaming policy (as adopted and amended by the Board from time to time).

HONORARY MEMBERS

19. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:

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

TEMPORARY MEMBERS

21. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends in any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; and
 - (b) any person over the age of 18 years.
22. (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
- (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

- (c) The Secretary, or in the Secretary's absence the Senior Employee of the Club then on duty, may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
- (d) A person under the age of 18 years must not be admitted as a Temporary Member of the Club, other than pursuant to Rule 21(a).
- (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 21(a)) first enters the Club's premises on any day, the following particulars must be entered in the Club's register of Temporary Members:
 - (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary Member.

PROVISIONAL MEMBERSHIP

- 23. (a) Any person who has lodged with the Secretary a nomination form for membership duly completed (whether by physical or electronic means) in accordance with these Rules seeking membership of the Club and pays to the Club the entrance fee (if any) and subscription appropriate to the particular sub-class of Ordinary membership may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership.
- (b) Should a person who is admitted as a Provisional Member not be elected to membership of the Club within 6 weeks from the date of depositing the nomination form (either physically or by electronic means) at the Office or should that person's application for membership be refused (whichever is earlier), that person will cease to be a Provisional Member and the entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for membership, that person will cease to be a Provisional Member and from the date of approval will be admitted to the class of Ordinary membership applied for.
- (d) Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

- 24. (a) A person will not be admitted as an Ordinary Member of the Club unless the person is elected to membership at a meeting of the Board, or a duly

appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary.

- ~~(b) Every candidate for membership of the Club will be proposed by one Full Member and seconded by another Full Member.~~
- (b) In respect of every application for membership made there will be completed a proposal form which will be in writing either in hard copy or created electronically and will be in a form and containing the following such particulars ~~as are from time to time prescribed by the Board, including:~~
- (i) the full name and address of the candidate;
 - (ii) email address of the candidate;
 - (iii) telephone number of the candidate;
 - (iv) date of birth of the candidate;
 - (v) of the candidate and a statement that the candidate, if admitted, will be bound by the Rules of the Co-operative;
and
 - (vi) such other particulars as may be prescribed by the Board from time to time.
- (c) The proposal form will be signed by the candidate either by hand (for hard copy applications) or by electronic signature (for applications by electronic means). ~~by the proposer and seconder and the candidate.~~
- (d) The proposal form will be lodged with the Secretary who will forthwith cause the full name ~~and address~~ of the candidate ~~and of his or her proposer and seconder to~~ be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club. An interval of at least two weeks must elapse between the proposal of the person for election and his or her election. During such time any objection to the application may be lodged in writing with the Board. At the expiration of the period of two weeks, the application will be considered by the Board and if approved by it, the person's name will be entered in the Register of Members.
- (e) The Board may reject any application for membership (whether submitted in hard copy or electronically) without assigning any reason for such rejection.

ENTRANCE FEES AND SUBSCRIPTIONS

25. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Rules are as prescribed by the Board from time to time.
26. The entrance fees, subscriptions, tournament fees, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe provided that the amount payable by Ordinary Members is not more than one hundred dollars (\$100) per annum. ~~and F~~ for the avoidance of doubt such prescribed amounts may differ for different sub-classes of Ordinary membership.

27. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
28. (a) If a member has not paid the subscription or any part thereof or any other money due to the Club on or before the due date for payment, then the member will cease to be a financial member.
- (b) Any member who ceases to be a financial member may be disqualified from all of the Club's competitions and promotions in which that member may be participating.
- (c) If the member pays any such subscription or other money within 3 months after the due date, that member will again be a financial member.
- (d) If any such subscription or other money remains unpaid after 3 months from the due date, that person will cease to be a member of the Club. The Secretary will cause a notation to this effect to be made against that person's name in the Register of Members.
29. The Board has the power to impose charges and levies on Ordinary Members for general or special purposes.

CESSATION OF MEMBERSHIP

30. A person will cease to be a member of the Club in any of the following circumstances:
- (a) if the person's membership is cancelled under Part 2.6 of the Act (Active membership requirements) and in accordance with Rule 28;
- (b) if the member is expelled in accordance with these Rules;
- (c) on the death of a member;
- (d) if the contract of membership is rescinded on the ground of misinterpretation or mistake;
- (e) on receipt of notice in writing from the member to the Co-operative notifying the member's resignation from membership of the Club;
- (f) in any other circumstance prescribed by the Act or these Rules.

DISCIPLINARY PROCEEDINGS

31. If a member refuses or neglects to comply with any of the provisions of these Rules or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or is in the opinion of the Board, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board has the power to fine, reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the

resignation of that member and to remove the person's name from the Register of Members, provided that:

- (a) The member must be notified of any charge against that member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice must set out that facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
- (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The member charged is not entitled to legal or other representation at the meeting without the consent of the Board which the Board may give or withhold or give subject to conditions, as the Board in its absolute discretion determines. In recognition of the nature of the Club (and the nature of membership of the Club) as the Club is constituted under these Rules, there is no presumption that the member charged has any right of representation at the meeting. If the member seeks consent to have representation at the meeting, then the member must apply in writing delivered to the Board through the office of the Secretary no later than two (2) days before the meeting. Without limiting the previous general words, in considering an application for consent to representation, the Board may take into account all or any of the following matters to the extent apparent from the charge – the nature and complexity of the charge and the seriousness of the charge; and also any submission by the member regarding the member's own personal capacity to understand the charge and to represent themselves before the Board in the context of the Club as a social and sporting club. The Board may delegate the power to deal with an application for consent for representation by either a general delegation or by a delegation in relation to a specific charge. The Board is not obliged to consider or Article on an application for consent to representation prior to the commencement of the meeting at which the charge is to be heard. The member is not entitled to representation in relation to the consideration of the application for consent.
- (d) The voting by the Directors present at the meeting will be in such manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least two-thirds majority of the Directors present vote in favour of that resolution.
- (e) If the member fails to attend the meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (f) After the Board has considered all the evidence put before it, the Board must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.

- (g) If having attended the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (h) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign 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.
- (i) In the event that a notice of charge is issued to a member pursuant to paragraph (a), the Board or the Secretary has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

DISCIPLINARY COMMITTEE

- 31A. (a) The powers of the Board in relation to disciplinary proceedings under Rule 31~~4~~ may be exercised by a disciplinary committee appointed by the Board and comprising not less than:
- (i) 3 Directors; or
 - (ii) 3 Life Members or financial Foundation Members; or
 - (iii) 3 Club Management staff; or
 - (iv) any combination of (i) to (iii) above.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 31 save that:
- (i) a quorum of the Disciplinary Committee shall be three (3) directors, Life Members, financial Foundation Members or management staff (or any combination thereof) of the Club; and
 - (ii) all references to the Board in Rule 31, except in Rule 31(h) shall be read as being references to the Disciplinary Committee.
- (c) 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 32 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (i) the procedure set out in Rule 31 is followed; and

- (ii) the member is notified that the Board is exercising the power under this Rule 31~~2~~A(c) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 31A(a) 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.

REMOVAL OF PERSONS FROM THE CLUB

- 32. (a) The Secretary, or in the Secretary's absence, the Senior Employee of the Club then on duty, has the power to suspend a person's membership and to remove that member from the Club's premises:
 - (i) who in the opinion of the Secretary or the Senior Employee is then intoxicated; or
 - (ii) who in the opinion of the Secretary or the Senior Employee is then indecent, violent or quarrelsome; or
 - (iii) who is involved in any conduct which is the subject of Rule 31.
- (b) The Secretary or the Senior Employee who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the Senior Employee pursuant to paragraph (a) will continue until the earlier of:
 - (i) the time advised to the member by the Secretary or the Senior Employee; or
 - (ii) receipt by the member of a notice of charge under Rule 31(a).
- 33. (a) In addition to any powers under Section 77 of the Liquor Act the Secretary, or an employee of the Club, may refuse to admit to the Club's premises and may turn out, or cause to be turned out, of the premises any person:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who for the purpose of prostitution, engages or uses any part of the premises; or
 - (iii) whose presence on the premises may render the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises; or

- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vi) who uses or has in his or her possession while on the premises, any substance that the Secretary or an employee suspects of being a prohibited plant or a prohibited drug;
 - (vii) whom the Club, under the conditions of its Club Licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a), any person (including a member) has been refused admission to, or has been turned out of, the Club's premises, the Secretary or an employee of the Club may at any subsequent time or from time to 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.
 - (c) Without limiting Rule 33(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 33(a)(i), 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.
 - (d) Without limiting Rule 33(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 33(a)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
 - (e) This Rule does not affect the operation of Rules 31 and 31A in relation to any member.

GUESTS

- 34. (a) All members have the privilege of introducing guests to the Club however a Temporary Member may introduce a guest only in accordance with Rule 34(i).
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with these Rules or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.

- (e) A guest may at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) The Secretary, or in the Secretary's absence the Senior Employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
 - (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member,

provided that if any entry in the Register of Guests is made on any day in the respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

- (i) 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.
- (j) For the purposes of Rule 34(i), "responsible adult" means an adult who is:
 - (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or de facto partner; or
 - (c) for the time being, standing in as the parent of the minor.

THE BOARD

- 35. (a) The business and affairs of the Co-operative and the custody and control of its funds and property is to be managed by a Board and the Board will consist of not less than five (5) and not more than seven (7) Directors comprising a

President, Vice President, Treasurer and up to four (4) ordinary Directors subject to the terms of these Rules.

- (b) All Directors must be Life Members or financial Foundation Members who have been a financial member since 31 March 2026 or have otherwise been a financial member for twelve months.
 - (c) The Board may appoint up to two (2) persons to be members of the Board in addition to the seven (7) Directors referred to in Rule 35(a), subject pursuant to and in accordance with the requirements and limitations of the Registered Clubs Act and Registered Clubs Regulation.Regulations.
36. (a) The members of the Board will hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire. A retiring Director will be eligible for re-election.
- (b) The Directors holding office as at the date of the resolution adopting these Rules will hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire. A retiring Director will be eligible for re-election.
- (c) A member who:
- (i) is an employee;
 - (ii) is a former employee;
 - (iii) was elected to membership after 31 March 2026 + July 2024 and has less than five (5) years continuous membership of the Club; ~~or~~
 - (iv) is a Social Member; or
 - (v) is or has at any time been subject to a Declaration of Ineligibility.
- shall not be eligible to be nominated for or be elected or appointed to the Board subject to Rule 36(d);:-
- (d) Any persons to be appointed by the Board to the Board, pursuant to Rule 35(c), is not subject to the eligibility restrictions set out in Rule 36(c) above.
- (e) A member who is:
- (i) a former employee;
 - (ii) currently under suspension pursuant to Rules 32 or 33; or
 - (iii) not a financial member,

shall not be eligible to be nominated for or be elected or appointed to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member who is

already a Director and who is not a financial member or is under suspension will be able to perform only duties as a Director until his or her term of office expires.

ELECTION OF THE BOARD

37. The Board will be elected in the following manner:
- (a) The ballot will be taken on the date fixed for the Annual General Meeting of the Co-operative at the time and place appointed for the meeting.
 - (b) The ballot will commence and close at the times fixed by the Chairman of the Annual General Meeting.
 - (c) The voting paper will contain in alphabetical order the names of all duly nominated candidates for the respective positions.
 - (d) The voter will mark his or her voting paper by marking a cross opposite the name of each candidate for whom he or she votes.
 - (e) The ballot will be conducted by a Returning Officer assisted by scrutineers. The Returning Officer will be a person (not being a member of the Co-operative), who is nominated by the Board and approved by the members at the meeting. The scrutineers will be elected at the meeting.
 - (f) At the closing of the poll, the Returning Officer will proceed with the examination of the voting papers and will report the result to the meeting. The Returning Officer will declare the candidate or candidates who receive the greater or greatest number of votes to be duly elected.
 - (g) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected will be rejected as informal.
 - (h) In any case of doubt as to the formality of any voting paper, the matter will be referred to the Returning Officer whose decision will be final.
 - (i) In the event of an equality of votes in favour of 2 or more candidates, the Returning Officer will place the names of the equally successful candidates in a hat (or similar article) and will draw there from a sufficient number of names so as to ensure the election of not more than the number necessary to fill the vacancies.
 - (j) The Board will be elected annually, however the Board shall, from and including the election of the Board to be held in 2025, be elected in accordance with Schedule 4 of the Registered Clubs Act set out below which is adopted by, and binding on, the Club.

SCHEDULE 4

1 Definitions

In this Schedule:

general meeting means a meeting of the members of the Club at which members of the governing body are to be elected.

triennial rule means the rule of the Club that provides for the election of members of the governing body in accordance with this Schedule.

year means the period between successive general meetings.

2 (Repealed)

3 First general meeting under triennial rule

(1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups:

- (a) shall be determined by drawing lots, and
- (b) shall be as nearly as practicable equal in number, and
- (c) shall be designated as group 1, group 2 and group 3.

(3) Unless otherwise disqualified, the members of the governing body:

- (a) in group 1 shall hold Office for 1 year, and
- (b) in group 2 shall hold Office for 2 years, and
- (c) in group 3 shall hold Office for 3 years.

4 Subsequent general meetings

At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold Office for 3 years.

5 Casual vacancies

(1) A person who fills a casual vacancy in the Office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold Office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold Office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold Office for the residue of the term of Office of the person who caused the casual vacancy initially filled by the person who ceased to hold Office at the general meeting.

6 Re-election

A person whose term of Office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

7 Revocation of triennial rule

(1) If the triennial rule is revoked:

- (a) at a general meeting—all the members of the governing body cease to hold office, or
- (b) at a meeting other than a general meeting—all the members of the governing body cease to hold Office at the next succeeding general meeting, and an election shall be held at the meeting to elect the members of the governing body.

(2) The triennial rule cannot be revoked by a Club if the rule is taken to apply to the Club pursuant to a regulation made for the purposes of section 30(1)(a1).

MANDATORY TRAINING FOR DIRECTORS

~~37A (a) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for Directors as required by the Registered Clubs Act and the Registered Clubs Regulation.~~

~~37A (a) A member of the Club who becomes a Director of the Club after 1 July 2013, must, in accordance with the Registered Clubs Regulation 2015, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.~~

~~(b)~~ In this Rule 37A:

~~(i)~~ **registered training organisation** means an NVR registered training organisation within the meaning of the National Vocational Education and Training Regulator Act 2011 of the Commonwealth.

~~(ii)~~ **required training** means:

1. ~~the courses entitled “Director Foundation and Management Collaboration” and “Finance for Club Boards” conducted by or on behalf of Clubs NSW, or~~

2. ~~the units of competency entitled “Implement Board member responsibilities—BSBGOV401A”, “Work within organisational structure—BSBGOV402A” and “Analyse finance reports and budgets—BSBGOV403A” conducted by a registered training organisation.~~

~~(b)(e)~~ The training required under the Registered Clubs Act and ~~The required training the Registered Clubs Regulation~~ or any other course of instruction for Directors for the purposes of this Rule 37A shall be at the expense of the Club.

~~(c)(d)~~ A Director who fails to complete the mandatory training requirements for directors within the prescribed period (unless exempted) ~~comply with this Rule 37A~~ will be in breach of these Rules and will thereby cease to be a director in accordance with Rule ~~38~~37.

VACATION OF OFFICE OF DIRECTORS

38. A Director vacates office in such circumstances as are provided in these Rules and in any of the following circumstances:
- (a) if the person is disqualified from being a Director under the Act or Registered Clubs Act;
 - (b) if the Director absents himself or herself from 3 consecutive ordinary meetings of the Board without its leave;
 - (c) if the Director resigns from office by notice in writing given by the Director to the Co-operative;
 - (d) if the Director is removed from office by an ordinary resolution of a general meeting of the Co-operative;
 - (e) if the person ceases to hold the qualification by reason of which the person was qualified to be a Director;
 - (f) if the Director becomes an employee of the Co-operative;
 - (g) if an administrator of the Co-operative’s affairs is appointed under the Corporations Act 2001 (Cth);

- (h) if the Director is directly or indirectly interested in any contract or proposed contract with the Co-operative and fails to declare his or her interest as required under the Act or Registered Clubs Act;
- (i) if the Director ceases to be an Active Member of the Co-operative;
- (j) if a director becomes a licensee, contractor or sub-~~contractor~~contractor of the Co-operative and such licence, contractor or sub-contract is current;
- (k) if a director has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act, or the Registered Clubs Regulation, as a director of the Club;
- (l) if a director 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, including without limitation a Declaration of Ineligibility; or
- (m) if a director has, at any time, had imposed upon him or her:
 - a. a loading on the usual premium; or
 - b. 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.

39. The members at a general meeting may by resolution remove any Director before the expiration of his or her period of office and may by simple majority appoint another person in his or her place. The person so appointed will be subject to retirement at the conclusion of the next Annual General Meeting.
40. 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 these Rules 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.
41. Subject at all times to the requirements of Rules 35 and 36, the Board shall have power at any time and from time to time, to appoint any eligible person, including more than one person, to the Board to fill a casual vacancy or vacancies. However, the person so appointed will be subject to retirement at the next Annual General Meeting.

HONORARIA AND REIMBURSEMENT OF EXPENSES

42. (a) In accordance with the Registered Clubs Act, the members at any general meeting of the Co-operative must approve the payment of an honorarium to any person in respect of his or her services to the Board or any committee of the Club prior to that payment being made.

- (b) In accordance with the Registered Clubs Act, the Board may authorise the reimbursement of out-of-pocket expenses to any person in respect of those expenses which have been reasonably incurred in the course of carrying out duties for the Club.

BOARD OF DIRECTORS (DECLARATIONS OF INTEREST)

43A (a) 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 and in accordance with ~~Schedule 2, Clause 8~~ section 9 of the Registered Clubs Accountability Code:

- (i) declare the nature of the interest at a meeting of the Board; and
- (ii) comply with Rule 43B.

(b) Any director ~~must, in accordance with section 9 of the Registered Clubs Accountability Code, give a written declaration to the Secretary of the Club within twenty-one (21) days after becoming aware of:~~

- ~~(i) a personal or financial interest of the director in a contract with the Club relating to the procurement of goods or services or major capital works;~~
- ~~(ii) a financial interest of the director in a hotel situated within 40km who has or acquires a financial interest in respect of a hotel within 40 kilometres of the Club's premises;~~
- ~~(iii) a gift or remuneration of such amount as may be prescribed by the Registered Clubs Accountability Code or more, received by the director from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.~~

~~must in accordance with Schedule 2, Clause 8 of the Registered Clubs Accountability Code give a written declaration of that interest to the Chief Executive Officer of the Club within twenty one (21) days after the Director becomes aware of the matter.~~

(c) ~~For the purposes of Rule 43A(b)(iii), a reference to a gift or remuneration received from an affiliated body of the Club means a gift or remuneration received from:~~

- ~~(i) a related body corporate within~~A director must, in accordance with Schedule 2, Clause 8 of the Registered Clubs Accountability Code, declare any gift or remuneration received from an affiliated body (within the meaning of the Corporations Act 2001 of the Commonwealth; or
- ~~(ii) another body that, within the period of 12 months immediately before the receipt of the gift or remuneration, obtained a grant or subsidy from the Club.~~

~~(Cth)) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Accountability Code. A~~

~~written declaration must be given to the Chief Executive Officer of the Club within twenty one (21) days after the Director becomes aware of the matter.~~

- (d) ~~In this Rule 43A, "gift" includes money, hospitality or discounts.~~

~~A director must, in accordance with Schedule 2, Clause 8 of the Registered Clubs Accountability Code, submit a written return in each year to the Club declaring any gift or remuneration received by that director from an affiliated body of the club or from a person or body that has entered into a contract with the club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Accountability Code. A written declaration must be given to the Chief Executive Officer of the Club within twenty one (21) days after the Director becomes aware of the matter.~~

- (e) The Club shall keep a register, in the form approved by the ~~departmental~~ Secretary, containing details of the disclosures made to the Club under this Rule 43A.

- (f) Rules 43A(a) to 43A(e) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

BOARD OF DIRECTORS (PROHIBITION ON DIRECTORS WITH MATERIAL PERSONAL INTEREST FROM VOTING)

- 43B (a) 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:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

BOARD OF DIRECTORS (CONTRACTS WITH DIRECTORS)

4

- 43C (a) ~~In accordance with Schedule 2, Clause 4 section 5 of the Registered Clubs Accountability Code, the Club must not enter into: (a) — a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.~~

- (b) A “pecuniary interest” in a company or other body for the purposes of Rule 43C(a) ~~has the meaning given to it by the Registered Clubs Accountability Code, does not include any interest exempted by the Registered Clubs Act.~~

DEPUTY DIRECTORS

43. (a) Any Director may from time to time apply, in writing, for any Active Member (other than an employee of the Co-operative, the auditor or a partner of employer employee of the auditor) to be appointed by the Board as an alternate director to sit in the Director’s place on the Board.

- (b) A deputy director appointed by the Board will be entitled to receive notice of meetings of the Board and to attend and to vote at those meetings and to sign resolutions and to exercise such powers, authorities and discretions as are vested in or would otherwise be exercisable by the nominating Director.
- (c) A deputy director will vacate office if the nominating Director ceases to be a Director or on a majority of the other Directors removing him or her from office.
- (d) An appointment or removal under this Rule must be in writing and notice thereof must be served on the deputy director. The appointment or removal will take effect on receipt of notice in writing in accordance with these Rules.
- (e) All necessary expenses of a deputy director, incurred while acting as a Director, will be refunded to the deputy director. The attendance of the deputy director at any meeting of the Board will be deemed to be attendance by the nominating Director.
- (f) For the purpose of this Rule, a meeting of the Board includes any proceedings of the Board in accordance with Section 176 of the Act.

CLUB FUTURE FUND

- 44. The Board must establish the Club Future Fund within one (1) month of the incorporation of this rule into the rules of the Club.
- 45. The Board must ensure that at the end of each financial year that the Future Contribution is transferred into the Club Future Fund.
- 46. Funds in the Club Future Fund are to be used only to meet certain Club capital requirements as set out below.
- 47. The funds in the Club Future Fund can only be accessed and used by the Board for:
 - (a) the renovation, replacement or building of Club facilities and associated fixtures, fittings, plant and equipment including as required under any agreement to occupy the Club Premises;
 - (b) if in the reasonable opinion of the Board the use of such funds is required to avoid insolvency, to enforce any contractual arrangement the Club may have or to avoid breach of the Club's regulatory requirements including to obtain appropriate legal and financial advice and to defend any actions brought against the Club by a regulator or third party;
 - (c) for placement of funds, to achieve an investment return, with an Australian owned Authorised Deposit Taking Institution holding a credit rating of A+ or above (and whilst invested such funds are still for the purposes of this rule considered to be in the Club Future Fund and bound by this rule 47); and

- (d) operational expenditure support not exceeding \$120,000 per annum each financial year.
- 48. The Board may appoint a committee under Rule 53 to ensure the funds in the Club Future Fund are properly invested which will be comprised of 2 Directors and 1 suitably qualified and independent adviser selected by the Board.
- 49. All growth to the Club Future Fund deriving from investments shall be credited to the Club Future Fund.

PROCEEDINGS OF THE BOARD

- 50. The Board will meet for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit providing a meeting of the Board will be held at least once monthly. Questions arising at any meeting will be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting will have a second or casting vote. The President or any Director may, and the Secretary on requisition of the President or any Director will, at any time summon a meeting of the Board. Except in special circumstances determined by the President, 48 hours notice will be given of all meetings of the Board.
- 51. The quorum for any meeting of the Board will be 3 Directors.
- 52. The continuing Directors may act notwithstanding any vacancy on the Board but, if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of Directors, the continuing Directors may act only for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Co-operative, but not for any other purpose.
- 53. If the President is not present or being present is unwilling to act as Chairman of a meeting of the Board, the Board may elect a Chairman of the meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting until such time as the Chairman being in attendance is willing to act.

COMMITTEES

- 54. (a) The Board may, in accordance with Section 178 of the Act, by resolution, delegate to a Director or a committee of 2 or more Directors or a committee of members of the Co-operative or to a committee of members of the Co-operative and other persons if members form the majority of persons on the committee, the exercise of such of the Board's functions and powers (other than this power of delegation) as are specified in the resolution and the Co-operative or the Board may by resolution revoke wholly or in part any such delegation.
- (b) A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

- (c) A delegation under this Rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- (d) Notwithstanding any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.
- (e) Where a power is exercised by a Director either alone or with another Director or other Directors and the exercise of the power is evidenced in writing, signed by the Director in the name of the Board or in his or her own name on behalf of the Board, the power will be deemed to have been exercised by the Board, whether or not a resolution delegating the exercise of the power to the Director was when the power was exercised, in force and whether or not any conditions or limitations referred to in paragraph (c) of this Rule were observed by the Director exercising the power.
- (f) A committee may elect a Chairman of their meetings. If no such Chairman is elected, or, if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (g) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman will have a second or casting vote.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

55. (a) The Board may in accordance with Section 176 of the Act transact any of its business:
- (i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board; or
 - (ii) at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.
- (b) For the purpose of this Rule, the Chairman of the meeting and each member of the Board have the same voting rights as they would have at an ordinary meeting of the Board.
 - (c) A resolution approved under this Rule is to be recorded in the Minutes of the meetings of the Board.
 - (d) The Secretary may circulate papers among members of the Board for the purpose of this Rule by facsimile or other transmission of the information in the papers concerned.

DUTIES AND POWERS OF THE BOARD

56. (a) The business and operations of the Co-operative will in accordance with Section 172 of the Act, be managed and controlled by the Board, and for that purpose the Board, except as hereinafter provided, will have and may exercise the powers of the Co- operative as if they had been expressly conferred on the Board at a general meeting of the Co-operative.
- (b) All members hereby acknowledge and accept that the Board has the power from time to time to enter into Management Contracts and the powers of the Board will be subject to any restrictions imposed thereon by the Act or by the Rules.
57. (a) The Board will have the power to make By-laws not inconsistent with the Act, the Regulations, the Registered Clubs Act and the Rules, governing the conduct of any operation of the Co-operative.
- (b) A breach of a By-law by a member will be deemed to be an infringement of the Rules of the Co-operative and the Board may impose a maximum fine of \$20 on such a member. The provisions of Section 126 of the Act will apply to such fines.
58. (a) The Board will cause minutes to be made in books provided for the purpose and in particular:
- (i) of all appointments of officers and employees made by the Directors;
 - (ii) of the names of the Directors present at each meeting of the Board and of any committees of the Board;
 - (iii) of all resolutions and proceedings at all meetings of the Co- operative and of Directors and of committees of Directors.
- (b) Such minutes will be recorded in the minute book within 28 days of the date of the meeting the proceedings of which they record. The confirmation of such minutes will be taken as the first business at the next succeeding meeting of the Co-operative, Board or committee as the case may be.
- (c) Every Director present at any meeting will sign his or her name in a book to be kept for that purpose.
59. The Board will keep at the registered office of the Co-operative, and open at all reasonable hours for inspection by any member with or without fee as determined by the Board in its absolute discretion, such documents as are required in accordance with Section 214 of the Act. The minutes of Board meetings and subcommittee meetings shall not be available for inspection by members at any time.
60. Every Director acting in the business and operations of the Co-operative in pursuance of a resolution duly passed by the Board will, in accordance with the Act, be deemed to be the agent of the Co-operative for all purposes within the objects of the Co-operative.

GENERAL MEETINGS

61. (a) A general meeting of the Co-operative to be known as the Annual General Meeting will, as provided in Section 252 of the Act be held each year on such date and at such time being within 5 months after the close of the financial year or within such further time as may be allowed by the Registrar or prescribed and at such place as the Board may determine.
 - (b) If an Annual General Meeting is not held in accordance with paragraph (a), the members may, in accordance with the requirements of the Act, requisition such a meeting.
 - (c) All other general meetings of the Co-operative will be special general meetings.
62. The board may, whenever it thinks fit, convene a special general meeting of the Co-operative.
63. (a) The Board must convene a special general meeting of the Co-operative on the requisition in writing by active members who together are able to cast at least 5% of the total number of votes to be cast at a general meeting of the Co-operative.
- (b) The requisition must:
 - (i) state the objects of the meeting; and
 - (ii) be signed by the requisitioning members (and may consist of several documents in like form each signed by one or more of the requisitioning members); and
 - (iii) be served on the Co-operative by being lodged at the registered office of the Co-operative.
- (c) A general meeting requisitioned by members in accordance with this Rule must be convened and held as soon as practicable and, in any case, must be held within 63 days after the requisition is served.
- (d) Where the Board does not call a general meeting within 21 days after the requisition is served, the following provisions apply:
 - (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
 - (ii) for that purpose they may request the Co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the Co-operative;

- (iii) the Board must send the requested statement to the requisitioning members within 7 days after the request for the statement is made;
- (iv) the meeting convened by the requisitioning members must be held within 91 days after the requisition is served;
- (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the Co-operative;
- (vi) any such amount required to be paid by the Co-operative is to be retained by the Co-operative out of any money due from the Co-operative by way of fees or other remuneration in respect of their services to such of the Directors that were in default.

NOTICE OF GENERAL MEETINGS

64. (a) Twenty one (21) days notice (exclusive of the day on which the notice is served or deemed to be served, inclusive of the day for which the notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business will be given of any general meeting in such manner as provided by the Act to such persons as are under the Rules entitled to receive such notices from the Co-operative. However, the non- receipt of the notice by any member will not invalidate the proceedings of such general meetings.
- (b) In the case of Special Resolutions the giving of notice will conform to the requirements of the Act.
- (c) Any member having a resolution to submit to a general meeting will give written notice to the Co-operative not less than 28 days prior to the date of the meeting.
- (d) The Board will cause to be inserted in any notice convening a general meeting any resolution of which notice of intention to move has been given by a member in accordance with these Rules provided that notice from the member will have been received before the notice of the meeting is issued.
- (e) Notice of every general meeting shall be given in the same manner as authorised in Rule 78 to:
- (i) every member of the Co-operative, except those members who have not supplied to the Co-operative an address, email address or mobile telephone number for the giving of notices to them; and
 - (ii) the auditor or auditors of the Co-operative.
- (f) Except as provided in this Rule, no other persons shall be entitled to receive notices of general meetings.

PROCEEDINGS AT GENERAL MEETINGS

65. (a) The ordinary business of the Annual General Meeting will be:

- (i) to confirm minutes of the last preceding general meeting whether the Annual General Meeting or special general meeting;
 - (ii) to receive and consider the reports required by Section 284 of the Act;
 - (iii) to elect the Directors to hold office in accordance with these Rules;
 - (iv) to approve the payment of honorariums of directors (if any); and
 - (v) to elect and determine the remuneration of auditors where necessary.
- (b) The Annual General Meeting may also transact such special business of which notice has been given to members in accordance with these Rules.
- (c) All business will be deemed special business other than such business of the Annual General Meeting as is by this Rule termed ordinary business.
66. (a) No item of business will be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Except as otherwise provided in these Rules, 20 members personally present will be a quorum. If within 30 minutes after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, will be dissolved; in any other case it will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the members present will be a quorum.
67. (a) The President of the Board will preside as Chairman at every general meeting of the Co-operative.
- (b) If at any meeting the President is not present or unwilling to act as Chairman, in his or her absence a Vice President will preside as Chairman. If none of the abovementioned officers is present or willing to act, the meeting will elect a member of the Board to be Chairman of the meeting. Any person acting as Chairman of a general meeting will have the voting power provided in these Rules for the Chairman.
- (c) The Chairman of any 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.
- (d) 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.
- (e) The Chairman may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from

which the adjournment took place. When a meeting is adjourned for 14 days or more notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

68. The following standing orders will be observed at general meetings of the Co-operative:
- (a) The mover of a proposition will not speak for more than 10 minutes; subsequent speakers will be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may however by simple majority extend in a particular instance the times permitted by this paragraph.
 - (b) Whenever an amendment is proposed upon an original proposition, no second amendment will be taken into consideration until the first amendment has been disposed of.
 - (c) If an amendment be carried, it will displace the original proposition and become itself the proposition to which any further amendment may be moved.
 - (d) If an amendment be negatived, then a further amendment may be moved to the original proposition. However, only one amendment will be submitted to the meeting for discussion at one time.
 - (e) The mover of every original proposition, but not of an amendment, will have the right to reply, immediately after which the question will be put from the chair, but no other member will speak more than once on the same question, unless permission be given to explain, or the attention of the Chairman be called to a point or order.
 - (f) Propositions and amendments will be submitted in writing, when requested by the Chairman.
 - (g) Any discussion may be closed by a resolution 'that the question be now put' being moved, seconded, and carried. Such resolution will be put to the meeting without debate.

VOTING

69. (a) At any general meeting a resolution put to the vote of the meeting will except as provided in paragraphs (b) and (c) of this Rule, be decided on a show of hands unless a poll (before or on declaration of the result of the show of hands) is demanded by at least 5 members and, unless a poll is 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 of the proceedings of the Club will be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- (b) A resolution will be determined by simple majority except in the case of a Special Resolution which will be determined by a two-thirds majority (or by

a three-quarters majority in a special postal ballot) in accordance with Section 239 of the Act.

- (c) 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, will be entitled to a second or casting vote. On a show of hands or a poll every Life Member and financial Ordinary Member present in person at the meeting will have one vote. If a poll is duly demanded it will be taken in a manner which the Chairman directs.

POSTAL VOTES

- 69A The Co-operative may hold a postal ballot to determine any issue or proposal by the members in such manner as may be prescribed in the Act.

GENERAL MEETING (MINUTES)

- 69B (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of general meetings of the Club; and
 - (ii) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
 - (i) minutes of a meeting are signed within twenty eight (28) days of the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a director within twenty eight (28) days of the date on which the resolution is passed.
- (c) 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.

INDEMNITY AND INSURANCES

- 70. (a) The Board will effect, and maintain, a policy of insurance for the indemnity of the Co-operative against any pecuniary loss to the Co- operative resulting from any act of fraud or dishonesty committed:
 - (i) by any officer of, or other person employed by the Co- operative in connection with his or her duties; or
 - (ii) where a person contracts to provide a secretarial or administrative service to the Co-operative, by that person or any of his or her employees in connection with the provision of any such service.

FINANCIAL YEAR

71. Unless and until otherwise determined by the Board in accordance with the Act, the financial year of the Co-operative will end on 31 December in each year.

ACCOUNTS AND REPORTING TO MEMBERS

72. (a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- (b) 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.
- (c) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within five (5) months of the end of the financial year of the Club, report in accordance with Division 8 of the Act to those members who request that copies of the reports referred to in Rule ~~72~~(d) below be sent to them.
- (d) In accordance with Section 287 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;
 - (ii) the directors' report; and
 - (iii) the auditors' report on the financial report.

BANKING

73. (a) The Board will cause to be opened a banking account or accounts in the name of the Co-operative into which all moneys received will be paid as soon as possible after receipt.
- (b) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the Co-operative, will be signed by 2 Directors or by any persons authorised by the Board.

AUDIT

74. (a) An auditor shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.
- (b) The Co-operative will at each Annual General Meeting appoint an auditor if there is a vacancy in the office of auditor.
- (c) A person is not qualified to be appointed auditor of the Co-operative if:

- (i) the person is not a registered company auditor;
 - (ii) the person, or a corporation in which the person is a substantial shareholder, is indebted to the Co-operative (or to a subsidiary corporation of the Co-operative) for an amount exceeding \$5,000; or
 - (iii) the person is:
 - 1. an officer of the Co-operative;
 - 2. is a partner, employer or employee of an officer of the Co-operative;
 - 3. is a partner of an employee of an officer of the Co-operative; or
 - 4. is an employee of an employee of an officer of the Co-operative.
- (d) A firm is not qualified to be appointed auditor of the Co-operative unless:
- (i) at least one member of the firm is a registered company auditor who is ordinarily resident in New South Wales;
 - (ii) no member of the firm or corporation in which the firm is a substantial shareholder, is indebted to the Co-operative (or to a subsidiary corporation of the Co-operative) for an amount exceeding \$5,000; or
 - (iii) no member of the firm is:
 - 1. an officer of the Co-operative;
 - 2. is a partner, employer or employee of an officer of the Co-operative;
 - 3. is a partner of an employee of an officer of the Co-operative; or
 - 4. is an employee of an employee of an officer of the Co-operative.
 - (iv) no officer of the Co-operative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters.
- (e) All reasonable fees and expenses of the auditor are payable by the Co-operative.
- (f) The Board will enable the auditor to have access to all books, accounts, vouchers, securities and documents of the Co-operative, and to be furnished with such information and explanation by the members of the Board or any other officers as may be necessary for the performance of the duties of the auditor.
- (g) The auditor is entitled to attend any general meeting of the Co-operative and to receive all notices of and other communications relating to any general meeting which any member of the Co-operative is entitled to receive. The

auditor is also entitled to be heard, at any general meeting which the auditor attends, on any part of the business of the meeting of concern to the auditor.

- (h) (i) The auditor may be removed from office by ~~special resolution~~Special Resolution at a general meeting.
- (ii) Notice of intention to move the ~~special resolution~~Special Resolution must be given to the Co-operative not less than 2 months before the meeting at which the ~~special resolution~~Special Resolution is moved, but if, after notice has been given, a meeting is convened for a date 2 months or less after notice has been given, notice will be deemed to have been properly given.
- (iii) Where special notice of ~~special resolution~~Special Resolution to remove an auditor is received by the Co-operative, it will forthwith send a copy of the notice to the auditor and lodge a copy of the notice with the Registrar.
- (iv) The Co-operative will give notice of a ~~special resolution~~Special Resolution to remove the auditor to persons entitled to be given notice of a meeting of the Co-operative at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, will give notice of the ~~special resolution~~Special Resolution to them in any manner allowed by these Rules not less than 28 days before the meeting.
- (v) Within 7 days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the Co-operative and request that before the meeting at which the ~~special resolution~~Special Resolution is to be considered, a copy of the representations be sent by the Co-operative at its expense to every member of the Co-operative to whom notice of the meeting is sent.
- (vi) Unless the Registrar on the application of the Co-operative otherwise orders, the Co-operative will send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.
- (i) The auditor may, by notice in writing given to the Co-operative, resign as auditor of the Co-operative if:
 - (i) the auditor has, by notice in writing given to the Registrar, applied for consent to resign and stated the reasons and, at or about the same time, notified the Co-operative in writing of the application; and
 - (ii) the auditor has received the consent of the Registrar.
- (j) The resignation of the auditor takes effect:
 - (i) on the date (if any) specified for the purpose in the notice of resignation;

- (ii) on the date on which the Registrar consents to the resignation; or
 - (iii) on the date (if any) fixed by the Registrar for the purpose, whichever last occurs.
- (k) Within 14 days after the removal from office of the auditor or after the receipt of a notice of a resignation from an auditor, the Co- operative will lodge with the Registrar a notice of the removal or resignation on the prescribed form, and, where there is a trustee for the holders of debentures of the Co-operative, give to the trustee a copy of the notice lodged with the Registrar.

CO-OPERATIVE FUNDS

75. (a) The income and property of the Co-operative however derived shall be applied solely towards the promotion of the objects of the Co- operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the Co- operative.
- (b) Payment shall be made in good faith of:
- (i) any commensurate remuneration of any member or servant of the Co- operative or other person in return for any services actually rendered to the Co-operative;
 - (ii) reasonable interest on money lent by members of the Co- operative; or
 - (iii) reasonable or proper rent for the property or premises demised, or let, by any member to the Co-operative.
- (c) Any surplus resulting from the Co-operative's operation during a financial year, after providing for depreciation in value of the Co- operative's property or for contingent liability for loss, shall be applied to carry out the Co-operative's objects.

PROVISIONS FOR LOSS

76. The Board will make such provisions for loss as the Act requires or follows.

DISPUTES

77. (a) Disputes under these Rules between a member in his or her capacity of member and the Co-operative, or between a member and another member in their capacities as members, may be referred to arbitration under the Commercial Arbitration Act 2010.
- (b) Nothing in this Rule will extend to any dispute as to the construction or effect of any mortgage or of any contract contained in any document other than these Rules.

NOTICES

78. (a) A notice may be given by the Club to any member either:
- (i) personally; or
 - (ii) by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Rules; or
 - (iii) by sending the notice to an electronic address supplied by the member.
- (b) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
- (d) Notwithstanding the above, if a member:
- (i) is a Social Member; or
 - (ii) has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales for the giving of notices to him or her

then a notice posted up on the Club Notice Board shall be deemed to be notice to such member at the expiration of 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

WINDING UP

79. The winding up of the Co-operative will be in accordance with Part 12 of the Act. Upon the winding up of the Co-operative, any balance of funds or property remaining after payment of liabilities will not be paid to or distributed among the members of the Co-operative, but will be donated to the Rose Bay Sub-Branch of the Returned & Services League of Australia.

REGISTERS

80. The Club will keep the following registers:
- (a) a register of persons who are Full Members of the Club (which will set out that name in full, the occupation and address of each Full Member and, if the member is an Ordinary Member (where the member pays a subscription), the date in which that member last paid the subscription for membership of the Club);

- (b) a register of persons who are Honorary Members;
- (c) a register of persons who are Temporary Members;
- (d) a register of persons who are guests of members;
- (e) a register of Directors;
- (f) a register of any loans raised, securities given, bonds issued and deposits received by the Co-operative;
- (g) a register of any loans made or guaranteed by the Co-operative and of any securities taken by the Co-operative;
- (h) any other registers which are required to be kept under the Act.

INDEMNITY FOR OFFICERS

81. The Co-operative agrees to indemnify an officer (including without limitation the members of the Board and the Secretary) of the Co-operative against any liability incurred by the officer in defending any proceedings whether civil or criminal in which judgement is given in the officer's favour or in which the officer (including without limitation the members of the Board and the Secretary) is acquitted or in connection with any application in relation to any such proceedings in which relief under the Act is granted to the officer by the Court.

SEAL

82. (a) The Club may have a Seal.
- (b) If the Club has a Seal the Board must provide for its safe custody.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) two members of the Board; or
 - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) two members of the Board; ~~or~~
 - (ii) one member of the Board and the Secretary; or
 - (iii) one Director, or the Secretary, authorised under a Board resolution passed at a duly convened meeting.

CUSTODY OF BOOKS AND DOCUMENTS

83. All books of accounts, securities, documents and papers of the Co-operative (other than those which the Board directs to be kept elsewhere) will be kept at the *registered* office, in such manner and with such provision for their security as the Board will direct and as required by or under the Act. In giving any direction, the Board will comply with Section 213 of the Act.

SECRETARY

84. The Board will appoint a Secretary who will be the Chief Executive Officer of the Club. The Secretary will:
- (a) perform such duties and do such acts and things as are required to be performed and done by a Secretary of a club in accordance with the Registered Clubs Act including the day to day management of the Club.
 - (b) supervise and oversee any third-party contractors or managers engaged by the Club under a Management Contract, ensuring compliance with the Club's rules, policies, and statutory obligations.
 - (c) report regularly to the Board on the Club's operations, including the performance of any external contractors or managers.
 - (d) act under the direction and authority of the Board, which retains ultimate control and responsibility for the governance and management of the Club in accordance with the Act.

READING OF RULES

85. These Rules will be read and construed subject to the provisions of the Act and the Registered Clubs Act. To the extent that any provisions in these Rules are inconsistent therewith and might prevent the Co-operative being registered under the said Acts, those provisions will be inoperative and have no effect.

SCHEDULE OF CHARGES

86. The charges referred to in these Rules are:
- (a) maximum fee for a copy of these Rules - \$5 (Rule 3);
 - (b) maximum fine - \$20 (Rule 48)

CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL

87. The Co-operative is a Co-operative without a Share Capital.

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