

CONSTITUTION OF KNOX CLUB

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A company limited by guarantee

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Preliminary

1. Name of the Company

The name of the Company is KNOX CLUB (the **Club**).

2. Type of company

The Club is a not-for-profit public company limited by guarantee which is established for the benefit of its members.

3. Committee of Management

The business of the Club is to be managed by the directors of the Club. For the purposes of this constitution, a committeeperson of the Club is referred to as a director and the Committee is referred to as the directors.

4. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 5.

5. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the Club if the Club is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Club incurred before the member stopped being a member, or
- (b) costs of winding up.

6. Definitions

In this constitution, words and phrases have the meaning set out in clauses 79 and 81.

Purposes and powers

7. Object

The Club is established to operate as a licensed social, recreational and sporting club.

8. Powers

Subject to clause 9, the Club has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the **Corporations Act**.

9. Not-for-profit

- 9.1 The Club must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 75.
- 9.2 Clause 9 does not stop the Club from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Club, or
 - (b) making a payment to a member in carrying out the Club's purpose(s).

10. Amending the constitution

- 10.1 The members may amend this constitution by passing a **special resolution**.

Members

11. Membership and register of members

- 11.1 The members of the Club are:
- (a) Ordinary Members - being the persons accepted by the Club as Ordinary Members;
 - (b) Absentee Members –being those ordinary members who have paid their subscription for the current year and having notified the Secretary in writing of their intention to reside temporarily outside Victoria and of their desire to be placed on the Absentee Members List, depart from Victoria and by resolution of the directors, are placed on the said list. The directors may by resolution remove any members from the Absentee Members List at any time.
 - (c) Senior Members – being the persons accepted by the Club as Senior Members having attained the age of 60 years;
 - (d) Life Members - being such members as may be elected Life Members by the Club;
 - (e) Social Members – being the persons accepted as Social Members by the Club;
 - (f) Honorary Members - being the persons accepted as Honorary Members by the Club; and
any other person that the directors allow to be a member, in accordance with this constitution.
- 11.2 The Club must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. the date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. the dates the membership started and ended.
- 11.3 The Club must give current members access to the register of members, provided that the member is acting in good faith and the inspection is made for a proper purpose.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who can be a member

- 12.1 A person who supports the purposes of the Club is eligible to apply to be a member of the Club under clause 16.
- 12.2 In this Constitution, a 'person' means an individual or incorporated body.
- 12.3 Membership of the Club shall be open only to persons of good character over the age of 18 years.

13. Honorary members, social members and visitors

- 13.1 Persons who are not permanently resident within 50 kilometres of the Club premises, may be elected by any two directors as Honorary Members for any period not exceeding one month.

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- 13.2 The directors may by resolution enter into reciprocal arrangements with other Clubs having like objects to Knox Club, both within and outside of Australia.
- 13.3 Members of such Clubs may be elected as Honorary Members of the Club for a period not exceeding one month upon producing evidence of their membership of such reciprocal Club.
- 13.4 Persons visiting the Club premises for the purpose of playing games of sport with members of the Club as an organised activity of the Club, shall be elected as Honorary Members for the duration of the occasion. Honorary Members shall not pay any subscription during their time of Honorary Membership.
- 13.5 All Honorary Members shall be subject to the following conditions and regulations:-
- (a) Honorary Members shall not introduce any non-members to the Club premises.
 - (b) Honorary Membership may be cancelled at any time by the directors.
 - (c) Honorary Members may not vote at any meeting of the Club.
 - (d) Honorary Members shall not be entitled to be elected as directors of the Club.
 - (e) No persons who have been rejected at a ballot for the election of members shall be eligible to be an Honorary Member.
 - (f) No Honorary Member shall have any right, title or interest in or to any of the property of the Club.
- 13.6 All Social Members shall be subject to the following conditions and regulations:-
- (a) A Social Member is a person who is duly elected as a Social Member in accordance with these Rules. A Social Member shall have the rights of an Ordinary Member in respect to the use of the Club premises.
 - (b) To obtain membership as a Social Member of the Club an Applicant shall comply with the procedure set out in clause 16.
 - (c) A Social Member shall not be entitled to attend Club meetings nor to vote upon any Club matter nor to be elected as a director nor shall a Social Member have any right, title or interest in or to any of the property of the Club.

14. Authorised Gaming Visitors

- 14.1 Subject at all times to the Club being the holder of a Venue Operators Licence issued under the provisions of the Gambling Regulation Act 2003 or any statutory modification thereof, an Authorised Gaming Visitor (as defined herein) being a person who is not a member or a guest of a member, may be admitted to the Club on any day when guests are allowed for the purposes of playing Gaming Machines and for the use of such other Club facilities as the directors may from time to time permit.
- 14.2 Authorised Gaming Visitors may not introduce guests to the Club.
- 14.3 The Club must keep on the premises a register of Authorised Gaming Visitors containing the name and residential address of each Authorised Gaming Visitor admitted and the date of that admission.
- 14.4 An Authorised Gaming Visitor must:-
- (a) Produce evidence of his or her residential address before being admitted to the Club premises;
 - (b) carry identification at all times whilst on the licensed premises; and
 - (c) comply with the relevant rules of the Club whilst on the licensed premises.
- 14.5 For the purpose of this Constitution, an Authorised Gaming Visitor is hereby defined as a person who:-
- (a) is over 18 years of age;
 - (b) whose place of residence is more than 5 kilometres from the Club premises;
 - (c) is not a person who the directors of the Club have determined should not be admitted.

15. Life Members

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- 15.1 The members present at any **general meeting**, subject to the recommendation of the directors, may elect as a Life Member any person who has rendered exceptional service to the Club.
- 15.2 Nominations for Life Membership shall be lodged in writing with the Secretary 28 days before the **general meeting**.
- 15.3 The election of any Life member, provided recommendation is made by the directors, shall be by ballot and a four-fifths affirmative majority shall be required to duly elect such Life Member.
- 15.4 Not more than one Life Member shall be elected annually, and such election shall carry all the privileges of the Club.

16. How to apply to become a member

- 16.1 A person may apply to become a member of the Club by writing to the secretary stating that they:
 - (a) want to become a member
 - (b) support the purpose(s) of the Club, and
 - (c) agree to comply with the Club's constitution, including paying the guarantee under clause 5 if required.
- 16.2 The application for membership form—
 - (a) must be signed by the applicant and by their proposed and seconder; and
 - (b) must be accompanied by the joining fee, which is to be set by the directors of the Club.
- 16.3 The application shall be in such form as the directors may prescribe from time to time.
- 16.4 Every candidate for membership shall be proposed by one and seconded by another member of the Club to both of which they are personally known.

17. Directors decide whether to approve membership

- 17.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 17.2 If the directors approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 19).
- 17.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 17.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 16.1(a), (b) or (c). In that case, by applying to be a member, the applicant agrees to those three matters.

18. Annual subscription and fee on joining

- 18.1 At each annual general meeting, the Club must determine—
 - (a) the amount by class of membership of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- 18.2 The Club may determine that a lower annual subscription is payable by social members and senior members. No annual subscription is payable by Honorary Members or Life Members.
- 18.3 The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Club.

- 18.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

19. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

20. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the secretary
- (c) are expelled under clause 22, or
- (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

21. Dispute resolution

- 21.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the Club.
- 21.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 21 until the disciplinary procedure is completed.
- 21.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 21.4 If those involved in the dispute do not resolve it under clause 21.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 21.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Club has its registered office.
- 21.6 A mediator chosen by the directors under clause 21.5(b)(i):
- (a) may be a member or former member of the Club
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 21.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

22. Disciplining members

- 22.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the Club if the directors consider that:
- (a) the member has breached this constitution, or

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- (b) the member has breached the Club By-Laws, or
 - (c) the member's behaviour is causing, has caused, or is likely to cause harm to the Club.
- 22.2 Pending investigation of any charge against a member, the President or Secretary or in their absence a Vice-President shall have the power to restrict, suspend such member from the privileges of the Club.
- 22.3 At least 14 days before the directors' meeting at which a resolution under clause 22.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 22.4 Before the directors pass any resolution under clause 22.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 22.5 After considering any explanation under clause 22.4, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 22.6 The directors cannot fine a member.
- 22.7 The secretary must give written notice to the member of the decision under clause 22.5 as soon as possible.
- 22.8 Disciplinary procedures must be completed as soon as reasonably practical.
- 22.9 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

23. General meetings called by directors

- 23.1 The directors may call a **general meeting**.

24. General meetings called by members

- 24.1 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the Club for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 24.2 The percentage of votes that members have (in clause 24.1) is to be worked out as at midnight before the members request the meeting.
- 24.3 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and

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- (c) give the request to the Club.
- 24.4 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 24.5 If the directors do not call the meeting within 21 days of being requested under clause 24.1, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 24.6 To call and hold a meeting under clause 24.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the Club's member register, which the Club must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the Club.
- 24.7 The Club must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

25. Annual general meeting

- 25.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year.
- 25.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
 - (a) a review of the Club's activities
 - (b) a review of the Club's finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 25.3 Before or at the annual **general meeting**, the directors must give information to the members on the Club's activities and finances during the period since the last annual **general meeting**.
- 25.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Club.

26. Notice of general meetings

- 26.1 Notice of a **general meeting** must be given to:
 - (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 26.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 26.3 Subject to clause 26.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 26.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 26.5 Notice of a **general meeting** must include:

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- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
- (b) the general nature of the meeting's business
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy must be a member of the Club
 - ii. the proxy form must be delivered to the Club at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the Club at least 48 hours before the meeting.

26.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

27. Quorum at general meetings

- 27.1 For a **general meeting** to be held, at least 25 members (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 27.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 27.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 27.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

28. Auditor's right to attend meetings

- 28.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 28.2 The Club must give the auditor (if any) any communications relating to the **general meeting** that a member of the Club is entitled to receive.

29. Using technology to hold meetings

- 29.1 The **Club** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 29.2 Anyone using this technology is taken to be present in person at the meeting.

30. Chairperson for general meetings

- 30.1 The **elected chairperson** is entitled to chair **general meetings**.
- 30.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or

- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

31. Role of the chairperson

- 31.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 31.2 In the event of a deadlock on votes, the chairperson shall have a casting vote.

32. Adjournment of meetings

- 32.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 32.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

33. Members' resolutions and statements

- 33.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the Club of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the Club that the Club give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 33.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 33.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 33.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 33.5 The percentage of votes that members have (as described in clause 33.1) is to be worked out as at midnight before the request or notice is given to the Club.
- 33.6 If the Club has been given notice of a members' resolution under clause 33.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 33.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

34. Circular resolutions of members

- 34.1 Subject to clause 34.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 34.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 34.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 34.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 34.5 or clause 34.6.

- 34.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 34.6 The Club may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

35. How many votes a member has

Each member has one vote.

36. Challenge to member's right to vote

- 36.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 36.2 If a challenge is made under clause 36.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

37. How voting is carried out

- 37.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 37.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 37.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 37.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

38. When and how a vote in writing must be held

- 38.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 38.2 A vote in writing must be taken when and how the chairperson directs, unless clause 38.3 applies.
- 38.3 A vote in writing must be held immediately if it is demanded under clause 38.1:
- (a) for the election of a chairperson under clause 30.2, or
 - (b) to decide whether to adjourn the meeting.
- 38.4 A demand for a vote in writing may be withdrawn.

39. Appointment of proxy

- 39.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 39.2 A proxy must be a member of the Club.
- 39.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting

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- (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 38.1.
- 39.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the Club's name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 39.5 A proxy appointment may be standing (ongoing).
- 39.6 Proxy forms must be received by the Club at the address stated in the notice under clause 26.5(d) or at the Club's registered address at least 48 hours before a meeting.
- 39.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 39.8 Unless the Club receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 39.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

40. Voting by proxy

- 40.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 40.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) if the way they must vote is specified on the proxy form, must vote that way, and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

41. Number of directors

The business and affairs of the Club shall be under the management of the Committee of directors consisting of a President, Vice-President, Secretary and Treasurer and up to three other directors.

42. Election and appointment of directors

- 42.1 The members may elect a director by a resolution passed in a **general meeting**.
- 42.2 Each of the directors shall be elected for a period of two (2) years.
- 42.3 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 42.4 A person is eligible for election as a director of the Club if they:
- (a) are a member of the Club
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),

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- (c) give the Club their signed consent to act as a director of the Club,
- (d) are not ineligible to be a director under the **Corporations Act**, and
- (e) obtain the required legal approvals from the Victorian Commission for Gambling and Liquor Regulation (“VCGLR”) as a director of the Club or any regulatory body at the time which may include (but is not limited to):
 - i. National Police check
 - ii. Australian Securities & Investment Commission historic name extract
 - iii. VCGLR probity check

42.5 The directors may appoint a person as a director to fill a casual vacancy (other than the President, Secretary and Treasurer) or as an additional director if that person:

- (a) is a member of the Club
- (b) gives the Club their signed consent to act as a director of the Club, and
- (c) is not ineligible to be a director under the **Corporations Act**.

42.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

43. Election of chairperson

43.1 The President or, in the President's absence, the Vice-President is the **elected chairperson** for any **general meetings** and for any directors' meetings.

43.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a **general meeting**—a member elected by the other members present;
or
- (b) in the case of a directors' meeting—a director elected by the other directors members present.

44. Term of office

44.1 A director holds office for a period of 2 years before their position is declared vacant at a biannual general meeting.

44.2 The President, Treasurer and 1 director (total of 3 directors) shall retire at a biannual general meeting.

44.3 The Vice President, Secretary and 2 directors (total of 4 directors) shall retire at the alternate biannual general meeting.

44.4 A director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

44.5 Each director must retire at least once every two years, including the President.

44.6 A director who retires under clause 44.1 may nominate for election or re-election.

45. Nominations

45.1 The notice for each Annual General Meeting shall call for nominations of directors.

45.2 Nominations for directors shall be submitted to the Secretary 25 days prior to the Annual General Meeting in writing and signed by at least two members entitled to vote at meetings of the Club and shall be posted on the notice board. If the nominations for the positions are in excess of the number of vacancies the election shall be by ballot.

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- 45.3 Ballot papers shall be mailed to members not less than 14 days before the date fixed for the Annual General Meeting and when completed shall be lodged at the Club.
- 45.4 Votes for all positions shall be recorded, striking out on the ballot papers the names of the candidates for whom it is not wished to vote. Each member voting shall vote for as many candidates as there are vacancies to be filled and no more.
- 45.5 Each ballot paper will be accompanied by a plain envelope with provision for the members to write their name and signature, in which the ballot paper will be enclosed together with a return addressed envelope to the Club in which both of these items will be enclosed. During the period of the ballot, a securely fastened ballot box shall be kept at the Club in which ballot papers shall be placed as received. No completed ballot papers shall be received after 48 hours before the time fixed for the commencement of the Annual General Meeting of the Club. The result of the election shall be announced at the Annual General Meeting. A director shall be deemed to have been nominated for re-election unless he gives written notice to the contrary.

46. Ballots

- 46.1 The directors shall appoint two or more scrutineers to count the votes at any election of directors. Votes may be counted and tallied prior to the Annual General Meeting.
- 46.2 If any number of candidates receive an equal number of votes, the Chairperson shall have a second or casting vote.
- 46.3 If no more persons are nominated as directors than there are vacancies, the chairperson of the meeting shall declare such persons duly elected.

47. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the Club
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) stop being a member of the Club
- (e) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (f) become ineligible to be a director of the Club under the **Corporations Act**.

Powers of directors

48. Powers of directors

- 48.1 The directors are responsible for managing and directing the activities of the Club to achieve the purposes set out in clause 7.
- 48.2 The directors may use all the powers of the Club except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 48.3 The directors must decide on the responsible financial management of the Club including:
- (a) any suitable written delegations of power, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 48.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.
- 48.5 The directors shall have the power to appoint sub-committees.

49. Delegation of directors' powers

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- 49.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Club (such as a chief executive officer) or any other person, as they consider appropriate.
- 49.2 The delegation must be recorded in the Club's minute book.

50. Payments to directors

- 50.1 The Club must not pay fees to a director for acting as a director other than an honorarium.
- (a) Before such can be granted the amount suggested and recommended by the directors shall be brought before a general meeting for the approval of Members.
 - (b) The honorarium granted to the directors can only be paid by way of the supply of food, beverages or services by the Club and not by means of a financial payment.
- 50.2 The Club may:
- (a) pay a director for work they do for the Club, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Club.
- 50.3 Any payment made under clause 50.2 must be approved by the directors.
- 50.4 The Club may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

51. Execution of documents

The Club may execute a document without using a common seal if the document is signed by:

- (a) two directors of the Club, or
- (b) a director and the secretary.

Duties of directors

52. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law) which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Club
- (b) to act in good faith in the best interests of the Club and to further the purpose(s) of the Club set out in clause 7
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 53
- (f) to ensure that the financial affairs of the Club are managed responsibly, and
- (g) not to allow the Club to operate while it is insolvent.

53. Conflicts of interest

- 53.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

- 53.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 53.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 53.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 53.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the Club, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Club (see clause 72)
 - (c) their interest relates to a payment by the Club under clause 71 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Club, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

54. When the directors meet

The directors may decide how often, where and when they meet.

55. Calling directors' meetings

- 55.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 55.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

56. Chairperson for directors' meetings

- 56.1 The **elected chairperson** is entitled to chair directors' meetings.
- 56.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

57. Quorum at directors' meetings

- 57.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 57.2 A quorum must be present for the whole directors' meeting.

58. Using technology to hold directors' meetings

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- 58.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 58.2 The directors' agreement may be a standing (ongoing) one.
- 58.3 A director may only withdraw their consent within a reasonable period before the meeting.

59. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

60. Circular resolutions of directors

- 60.1 The directors may pass a circular resolution without a directors' meeting being held.
- 60.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 60.3 or clause 60.4.
- 60.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 60.4 The Club may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 60.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 60.3 or clause 60.4.

Secretary

61. Appointment and role of secretary

- 61.1 The Club must have at least one secretary, who may also be a director.
- 61.2 A secretary must be appointed by the directors (after giving the Club their signed consent to act as secretary of the Club) and may be removed by the directors.
- 61.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 61.4 The role of the secretary includes:
 - (a) maintaining a register of the Club's members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Treasurer

62. Appointment and role of treasurer

- 62.1 The Treasurer must—
 - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the Club or by a general meeting of the Club from the Club's funds; and
 - (d) ensure cheques are signed by at least 2 of the following directors:

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- (iii) Treasurer, President, Secretary or any other persons duly appointed by the directors to sign cheques provided that one party must always be the Treasurer or director, who is acting as the Treasurers delegate.
- (e) ensure that the financial records of the Club are kept in accordance with the **Corporations Act**; and
- (f) coordinate the preparation of the financial statements of the Club and their certification by the directors prior to their submission to the annual general meeting of the Club.

62.2 The Treasurer must also ensure that at least one other director has access to the accounts and financial records of the Club.

Minutes and records

63. Minutes and records

- 63.1 The Club must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**
- 63.2 The Club must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 63.3 To allow members to inspect the Club's records:
- (a) the Club must give a member access to the records set out in clause 63.1, and
 - (b) the directors may authorise a member to inspect other records of the Club, including records referred to in clause 63.2 and clause 64.1.
- 63.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 63.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

64. Financial and related records

- 64.1 The Club must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 64.2 The Club must also keep written records that correctly record its operations.
- 64.3 The Club must retain its records for at least 7 years.
- 64.4 The directors must take reasonable steps to ensure that the Club's records are kept safe.

By-laws

65. By-laws

- 65.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 65.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

66. What is notice

- 66.1 Anything written to or from the Club under any clause in this constitution is written notice and is subject to clauses 67 to 69, unless specified otherwise.
- 66.2 Clauses 67 to 69 do not apply to a notice of proxy under clause 39.6.

67. Notice to the Club

Written notice or any communication under this constitution may be given to the Club, the directors or the secretary by:

- (a) delivering it to the Club's registered office
- (b) posting it to the Club's registered office or to another address chosen by the Club for notice to be provided
- (c) sending it to an email address or other electronic address notified by the Club to the members as the Club's email address or other electronic address, or
- (d) sending it to the fax number notified by the Club to the members as the Club's fax number.

68. Notice to members

- 68.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 68.2 If the Club does not have an address for the member, the Club is not required to give notice in person.

69. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 68.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

70. Club's financial year

The Club's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

71. Indemnity

- 71.1 The Club indemnifies each officer of the Club out of the assets of the Club, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Club.
- 71.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 71.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the Club is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 71.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Club.

72. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the Club may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Club against any liability incurred by the person as an officer of the Club.

73. Directors' access to documents

- 73.1 A director has a right of access to the financial records of the Club at all reasonable times.
- 73.2 If the directors agree, the Club must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

74. Surplus assets not to be distributed to members

If the Club is wound up, any **surplus assets** must not be distributed to a member or a former member of the Club, unless that member or former member is an entity described in clause 75.1.

75. Distribution of surplus assets

- 75.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the Club is wound up must be distributed to one or more entities:
- (a) with purpose(s) similar to, or inclusive of, the purpose(s) in clause 7, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the Club.
- 75.2 The decision as to the entity or entities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the Club may apply to the Supreme Court to make this decision.

Liquor and gaming

76. Liquor Rules

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- 76.1 All visitors, members and guests must comply with the Liquor Control Reform Act 1998 as amended.
- 76.2 No amount shall be paid to an officer or servant of the Club by way of commission or allowance from receipts of the Club for the sale and disposal of liquor.
- 76.3 A person shall not:
- (a) Be admitted as a Temporary Member or Honorary Member; or
 - (b) Be exempted from the obligation to pay the subscription,
- unless the person is of a class specified in this Constitution and the admission or exemption is in accordance with this Constitution.
- 76.4 Visitors shall not be supplied with liquor in the Club premises unless in the company of a member except where any such visitor is attending a particular function or a particular occasion.
- 76.5 No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless such liquor is removed from the premises of the Club by the member purchasing the same.
- 76.6 No liquor shall be sold or disposed of outside regular trading hours. With the exception of any liquor permits or extensions granted by the Victorian Commission for Gambling and Liquor Regulation (VCGLR).

77. Underage persons on club premises

- 77.1 Persons under 18 years of age:
- (a) Shall not be served liquor in any area of the Club;
 - (b) Shall not consume liquor in any area of the Club;
 - (c) Shall not use or operate gaming machines or take part in any other form of gambling including but not limited to TAB betting, raffles, bingo and other games of chance in the Club; and
 - (d) Shall not enter or be in the Gaming Room of the Club other than for as long as reasonably necessary to pass through it, in the company and immediate presence of a responsible adult member, in order to gain access to another area of the Club that the Minor is permitted to enter.

78. Gambling Rules

- 78.1 All persons who play gaming machines in the Club do so subject to the Gambling Regulation Act 2003 and any rules, policies or by laws enforced by the Club from time to time.
- 78.2 All persons who play gaming machines in the Club must carry identification at all times and provide evidence of their residential address upon request.
- 78.3 The Club will at all times comply with the regulations set out in the Gambling Regulation Act 2003 and any request by a person for a pay-out of accumulated credits from a gaming machine will be made by the Club in accordance with the Gambling Regulation Act 2003.
- 78.4 The Club reserves the right to refuse any person, including members and guests, the right to play gaming machines in the Club.
- 78.5 The gaming machines in the Club may only be played by, and any jackpot or prize won will only be paid, to members and their guests who have complied with all legal requirements to be admitted into the Club.

- 78.6 No member is permitted to make a betting book in the Club. Gambling games of any description may only be permitted when such games are authorised by an Act of Parliament.

Definitions and interpretation

79. Definitions

In this constitution:

Club means the **Club** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth) as amended

elected chairperson means a person elected by the directors to be the **Club's** chairperson under clause 43

general meeting means a meeting of members and includes the annual **general meeting**, under clause 25.1

initial member means a person who is named in the application for registration of the **Club**, with their consent, as a proposed member of the **Club**

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

special resolution means a resolution:

- i. of which notice has been given under clause 26.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets means any assets of the Club that remain after paying all debts and other liabilities of the Club, including the costs of winding up.

80. Reading this constitution with the Corporations Act

- 80.1 The replaceable rules set out in the **Corporations Act** do not apply to the Club.
- 80.2 The **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 80.3 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

81. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

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