

Constitution of Bondi Icebergs Club Limited

(including alterations made up to and on 11 August 2015)

Incorporated under the *Corporations Act 2001*
being a company limited by guarantee



The home of winter swimming since 1929

ACN 155 415 991

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CONSTITUTION OF BONDI ICEBERGS CLUB LIMITED

DEFINITIONS

1. In this Constitution unless there be something in the subject or context inconsistent therewith:

“Act” means the *Corporations Act 2001 (Cth)*. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force, unless the contrary intention appears.

“Annual Report” means the annual Financial Report, Directors’ Report, and Auditor’s Report, accompanied by such statements that are required under the *Corporations Act* and *Registered Clubs Act* to be attached thereto, and shall, if a Concise Report is produced, include the option of a Concise Report, as the case may be.

“Annual Subscription” means the subscription paid by a member in accordance with the *Registered Clubs Act* and being paid as either an annual subscription or otherwise.

“Board” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution

“By-Laws” means the By-Laws set out in Schedule 1 that shall apply, subject to amendment, repeal or replacement, as determined by the Board in accordance with this Constitution.

“Chairman” shall mean the chairman of a meeting of the Club being such person entitled to preside at a meeting in accordance with the provisions of this Constitution.

“Close Relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in Sub-Paragraph (a), or a person with whom the person or a person referred to in Sub-Paragraph (a) has a de facto relationship (within the meaning of the *Property (Relationships) Act 1984*).

“Club” means the *Bondi Icebergs Club Limited*.

“Co-op” means the *Bondi Icebergs Club Co-Op. Ltd* (Australian Business Number 22 263 683 268).

“Constitution” means this company constitution of the Club.

“Contract” includes commercial arrangement.

“Core Property” means any real property owned, occupied or licensed by the Club that comprises:

- (a) the premises of the Club at Notts Avenue Bondi and any other place that is used as a club house by the Club;

- (b) the swimming pools and facilities at Bondi Baths and any other facility provided by the Club at any other place for the use of its members and their guests; and
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Club, to be Core Property of the Club,

but does not include any property referred to in paragraphs (a), (b) or (c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Club, not to be Core Property of the Club.

“Dispose” of property includes to sell, lease or licence property or to otherwise deal with property in such manner as may be prescribed by the Regulations.

“Employ” and “Employee” include an arrangement under a contract for services and a person engaged under such a contract.

“Executive Officers” of the Club shall mean the four (4) members of the Board appointed as such in accordance with the Constitution.

“Financial Member”, and the term “Financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

“Full Member” means a person who is a member of the Club other than an Honorary Member, Temporary Member or Provisional Member (or a member of another class or sub-class of membership created under the By-Laws if permitted under the *Registered Clubs Act*).

“Gift” includes money, hospitality or discounts.

“Manager” means a natural person appointed to conduct the business of a registered club in the case where the Club operates at more than one set of premises and the Secretary is not normally in attendance at the other such premises. (A Manager is appointed in a deputy capacity to the Secretary of the Club and is the person responsible, under the *Registered Clubs Act*, for operations at the other premises).

“Month” means calendar month.

“Non-Core Property” means any real property owned or occupied by the Club that is not Core Property.

“Notice Board” means a board or boards designated as such within the Club premises on which notices for the information of members are posted.

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

“Ordinary Resolution” means a resolution that is passed by a simple majority (50% plus one) at a general meeting of members.

“Regulations” means regulations made under the *Registered Clubs Act*.

“Returning Officer” means a person appointed by the Club to conduct an election on behalf of the Club and includes the State Electoral Commissioner or his authorised representative as the case requires.

“Rules”, unless otherwise inferred, means the Rules set out in this Constitution, and any By-Laws of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, and Chief Executive Officer.

“Special Resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five percent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“Swimming Member” means Active Swimming Member, Long Service Swimming Member, Country Swimming Member, Swimming Life Member, and Swimming Honorary Life Member.

“Top Executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person appointed as the Manager of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Regulations for the purposes of this definition.

“Written” and “In writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language; Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

INTERPRETATION

- 2. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) This Constitution shall be read and construed subject to the provisions of the *Registered Clubs Act* and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (c) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.

- (d) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.
- (g) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made under or pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

OBJECTS OF THE CLUB

3. The objects for which the Club is established are:

- (a) To foster, arrange, conduct, control and host swimming races and swimming competitions especially during winter and encourage swimming and other sport and recreation;
- (b) To take over and subsume the membership of the Co-op and take over the funds and other assets and the liabilities of the Co-op by way of transfer of incorporation to the Club on the registration of the Club with the Australian Securities and Investment Commission, and apply the assets and income of the Club solely in the furtherance of the Club's objects, and invest and deal with money of the Club in such manner as from time to time be thought fit;
- (c) To provide and maintain pools, buildings, grounds, change rooms, materials, equipment and other facilities for swimming and other sport and recreation and for the encouragement and fostering thereof anywhere in Australia or in other countries;
- (d) To provide a club house for members of the Club, their guests and visitors and to operate and carry on a licensed club in the club house in accordance with applicable legislation;
- (e) To co-operate, affiliate or join with other swimming organisations including the Bondi Ice Cubes Swimming Club (being an unincorporated association established in 1985 for the promotion of winter swimming amongst children under 18 years of age) and the Winter Swimming Association of Australia Incorporated and other sports organisations in Australia and other countries in fostering, conducting, controlling and hosting swimming races, swimming competitions and other sport and recreation, and to promote and foster swimming amongst members of the Club and the broader community as a means of physical fitness;

- (f) To control the terms and conditions upon which members and other persons swim in races or competitions or participate in other sport or recreation arranged, conducted, controlled or hosted by the Club or in which members of the Club represent the Club;
- (g) To promote and foster acts of social welfare and charity amongst members of the Club and for the Club to render financial or other assistance to any person or charitable organisation in need of care, food, clothes, shelter, education or friendship;
- (h) To continue the traditions of mateship, camaraderie, friendship and beneficence of the former Bondi Icebergs' Swimming Club which was founded in 1929;
- (i) Generally, to do all things reasonably necessary for or incidental to the pursuit of the objects of the Club including the engagement of contractors, employees and professional advisors.

CLUB OPERATIONS

4. The Club is established for the purposes set out in the Constitution.
5. The Club is a non-proprietary company without a share capital and limited by guarantee.
6. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
7. Subject to the provisions of the *Registered Clubs Act*, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be 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 member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
8. Subject to the provisions of the *Registered Clubs Act*, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under the *Registered Clubs Act* or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
9. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be 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, or any payment calculated by reference to the gaming revenue or gaming turnover of the Club.

10. (a) Subject to the provisions of the *Registered Clubs Act*, if the Club at any time conducts the business of a registered club at more than one set of premises, the Club shall appoint a different Manager, approved by the Liquor Administration Board (LAB), for each set of premises at which the Secretary of the Club is not normally in attendance (subject to certain LAB exceptions). The Secretary may only be regarded as being normally in attendance at one (1) set of premises of the Club.
- (b) Only a natural person shall be appointed Manager of Club premises.
11. The Club must not dispose of any Core Property of the Club unless:
 - (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act*; and
 - (b) the proposed disposal has been approved at a general meeting of members of the Club at which a majority of the votes cast support the disposal; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,notwithstanding any exceptions created by Regulations made under the *Registered Clubs Act*.
12. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club function authorisation is in force.
13. The Club shall observe the liquor harm minimisation requirements of the *Registered Clubs Act*, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
14. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.

MEMBERSHIP

15. Membership is restricted to persons who are at least eighteen (18) years of age.
16. On the date of incorporation of the Club the persons who are entered in the records of the Co-op as members shall be members of the Club and thereafter such other persons as the Board shall admit to membership from time to time in accordance with the Constitution shall be members of the Club.
17. A person shall not be admitted to membership of the Club except as one of the following classes:
 - (a) Active Swimming Member
 - (b) Long Service Swimming Member
 - (c) Country Swimming Member

- (d) Swimming Life Member
- (e) Swimming Honorary Life Member
- (f) Social Member
- (g) Honorary Member
- (h) Temporary Member
- (i) Provisional Member

18. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with rights and eligibility as defined in By-Laws as determined by the Board from time to time.

MEMBERSHIP – VOTING RIGHTS

19. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprise not less than 25% of the members of the Club or such other minimum proportion of members as may be lawfully determined by the Board from time to time and promulgated in the By-Laws.

20. (a) The Board may determine from time to time by By-Law to grant an entitlement to vote to any class or classes or sub-class or sub-classes of membership as is necessary to meet the voting requirements of the *Registered Clubs Act* and it may also restrict or revoke such entitlement.

- (b) For the purpose of this Rule, the right to vote shall be limited to:

- (i) The right to vote at any election of Directors of the Club whether at a general meeting of the Club or on any other occasion;
- (ii) The right to remove Directors from office pursuant to the Constitution;
- (iii) The right to approve or reject the payment of remuneration or honoraria (if any) to Directors.

21. (a) (i) Active Swimming Members, Long Service Swimming Members, Country Swimming Members, Swimming Life Members and Swimming Honorary Life Members shall have full voting rights and shall be entitled to attend and to vote at general meetings of the Club and vote at all elections of the Club. The voting rights of such members may not be revoked or restricted by the Board.

- (ii) Social Members shall have such voting rights, if any, as determined by the Board pursuant to this Constitution.

- (b) (i) A member of the Club who is also an employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.

- (ii) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

- (c) Each member entitled to vote shall have one (1) vote.

- (d) As proscribed by the *Registered Clubs Act*, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

ACTIVE SWIMMING MEMBERSHIP – SWIMMING REQUIREMENT [Historic Rule 15b]

- 22. (a) Active Swimming Members are required to swim in Club races on at least three (3) Sundays each month during the months of May, June, July, August and September in each year over a period of five (5) consecutive years or until they have recorded seventy-five (75) swims over a period longer than five (5) years (referred to in the Rules as “the swimming requirement” which may also be referred to as the “Historic Rule 15b”).
- (b) If an Active Swimming Member fails to swim in Club races on at least three Sundays in a relevant month, he must provide the Club’s Race Recorder with a written explanation for his failure before the end of the relevant month.
- (c) If an Active Swimming Member fails to provide a written explanation as required, the Swimming Committee may send the member a letter or email (which may be referred to as a “15b letter”) requesting the member to contact the Race Recorder to explain why he failed to meet the swimming requirement.
- (d) The Swimming Committee shall meet monthly to review all Active Swimming Members who fail to meet the swimming requirement and it may:
 - (i) Accept the reason given by the member and allow such member to continue swimming; or
 - (ii) If a member fails to respond or his reason is unacceptable to the Committee, it may issue a warning letter or email to the member (which may be referred to as a “15b warning letter”) that advises the member of the swimming requirement and requests future compliance with it; or
 - (iii) Take such other action as it sees fit.
- (e) Any decision of the Swimming Committee shall be final and it is not required to assign any reason for its decision. However, the Board may overrule any decision of the Swimming Committee.
- (f) If a 15b letter or a 15b warning letter is issued to a member and the member does not comply with it, the Swimming Committee may:
 - (i) Suspend the member from participating in all Club swimming events and request that he transfer to Social Membership of the Club; or
 - (ii) Suspend the member from participating in all Club swimming events and forward the name of the member to the Board requesting that the member’s name be removed from the Club’s Register of Members for a period of up to twelve (12) months; or
 - (iii) Take such other action as it sees fit.

- (g) If an Active Swimming Member swims in more than one race on the same Sunday it is counted and recorded as one (1) swim only for the purpose of the swimming requirement.

CLASSES OF MEMBERSHIP

23. The requirements for eligibility to the following classes of membership shall be:

- (a) “**Active Swimming Member**” means a member of the Club who has registered and undertaken to swim in races at swimming meetings of the Club during winter (which is taken to be from 1st May to 30th September) or who has represented the Club at other swimming meetings but has not swum in at least seventy-five (75) Sunday race meetings in winter over at least five (5) winter seasons.
- (b) “**Long Service Swimming Member**” means a member of the Club who has registered and swum in at least seventy-five (75) race meetings during winter (which is taken to be from 1st May to 30th September) at swimming meetings of the Club or when representing the Club at other swimming meetings over at least five (5) winter seasons.
- (c) (i) “**Country Swimming Member**” means a Long Service Swimming Member who now resides in a country area.
- (ii) Country Swimming Members are to be offered renewal of their membership of the Club at a discounted rate as determined by the Board.
- (iii) A Country Swimming Member has all of the rights and privileges of a Long Service Swimming Member.
- (d) (i) “**Swimming Life Member**” means any Swimming Member who, in recognition of long or meritorious service to the Club or for any other commendable reason, is elected to Swimming Life Membership at a general meeting by at least three-fourths (75%) of the members present and entitled to vote, provided that:
- (a) their nomination is made in writing by two (2) Swimming Members (who are not Active Swimming Members) and submitted to the Board not less than two (2) months prior to a general meeting;
- (b) the Board has approved such nomination; and
- (c) notice of the nomination has been given with the notice convening the general meeting.
- (ii) Not more than two (2) members shall be elected to Life Membership in any one (1) financial year.
- (iii) The election for a Swimming Life Member shall be conducted at a general meeting as a secret ballot.

- (iv) A Swimming Life Member has all the rights privileges and advantages to which a Long Service Swimming Member is entitled under this Constitution.
- (v) A Swimming Life Member shall not be obliged to pay any annual subscription.
- (e)
 - (i) **“Swimming Honorary Life Member”** means a Swimming Member who has completed forty (40) years as a Swimming Member.
 - (ii) A Swimming Honorary Life Member has all the rights and privileges of a Long Service Swimming Member.
 - (iii) A Swimming Honorary Life Member shall not be obliged to pay any annual subscriptions.
- (f) **“Social Member”** means a member who is entitled to enjoy the facilities of the Club but is not entitled to take part in swimming events. A Social Member may have such other rights and privileges as determined by the Board.
- (g)
 - (i) An **“Honorary Member”** or an **“Honorary Vice-President”** shall be at least eighteen (18) years of age and granted such position by the Board without the need for payment of any subscription and provided he is either:
 - (a) a Patron of the Club; or
 - (b) a prominent citizen or dignitary visiting the Club for a special occasion.
 - (ii) An Honorary Member or Honorary Vice-President shall have such rights and privileges as determined by the Board including the right to introduce guests to the Club and to nominate persons to membership of the Club. An Honorary Member or Honorary Vice-President shall not attend any meetings of the Club, vote at any election, hold any position of office, or nominate a member for officer of the Club.
 - (iii) The duration that a person holds honorary membership shall be as determined by the Board.
 - (iv) The Board may create sub-classes of honorary membership with such rights and privileges as it deems fit from time to time.
- (h)
 - (i) **“Temporary Member”** means a person who is at least eighteen (18) years of age who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
 - (a) The person’s ordinary place of residence is more than five (5) kilometres from the registered Club;
 - (b) The person is a member of another registered club with similar objects to those of the Club;
 - (c) The person is attending the Club for the purpose of taking part in an organised sport or competition as provided in section 30 (10) of the *Registered Clubs Act*;

- (ii) Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days or for such longer period of consecutive days as the Director of Liquor and Gaming or the Casino, Liquor and Gaming Control Authority may approve in writing in relation to the Club, as the case requires.
 - (iii) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Members register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (iv) Temporary Members shall not be required to pay an entrance fee or annual subscription.
 - (v) Temporary Members shall not be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
- (i)
- (a) **“Provisional Member”** means a person who has applied for membership and paid the relevant entrance fee, annual subscription and any other fees and charges, and is awaiting a decision on their membership application.
 - (b) A Provisional Member has the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.
 - (c) A person ceases to be a Provisional Member immediately upon the decision of the Board on the application for membership.

TRANSFER OF MEMBERSHIP

- 24. On the written application of a member, the Board at its discretion may transfer that member from any class of membership to another class of membership. At the discretion of the Board, any member so transferred may receive a refund or reduction of any subscription paid or payable by him for the relevant financial year and he may be required to pay the difference between the annual subscription for his former class of membership and the annual subscription applicable to his new class of membership.
- 25. An Active Swimming Member who has swum in at least seventy-five (75) Sunday race meetings over at least five (5) winter seasons shall be transferred to the class of membership of Long Service Swimming Member.
- 26. An Active Swimming Member who does not meet the swimming requirement may be transferred to a class or sub-class of membership as determined by the Board (but not to a class in which the swimming requirement is a qualification).
- 27. Each financial member of the Bondi Ice Cubes Swimming Club on attaining the age of eighteen (18) years shall be deemed to be an Active Swimming Member when a

completed membership nomination form is lodged and the applicable subscription fee is paid and their membership is accepted by the Board.

ELECTION OF MEMBERS

28. A person shall not be admitted as a member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless he is elected to membership at a general meeting of the members, or a meeting of the Board or at a meeting of a duly appointed election committee of the Club, the names of the members present and voting at the meeting to be recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason.
29. (a) (i) Every candidate for membership of the Club as a Swimming Member shall be proposed by one Long Service Swimming Member and seconded by another Long Service Swimming Member.
- (ii) ~~Every candidate for membership of the Club as a Social Member shall be proposed by one member (excluding Temporary Members and Provisional Members) and seconded by another member (excluding Temporary Members and Provisional Members). [altered 10 November 2014]~~
- (b) Every nomination for membership of the Club must be completed on the nomination form that is prescribed by the Board from time to time and it must include the candidate's full name, address and occupation and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The nomination form must be signed by ~~the proposer and seconder and~~ the candidate. [altered 10 November 2014]
- (c) On receipt of the nomination form the Secretary of the Club shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited on the Notice Board for a continuous period of not less than seven (7) days before the election for the candidate as a member of the Club. An interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election.
30. Upon a person being elected to membership and payment of the first annual subscription such person shall become a member of the Club, provided nevertheless that if such annual subscription is not paid within one (1) month after the date of the election to membership the Board may at its discretion cancel its election of the person to membership of the Club.

ANNUAL SUBSCRIPTIONS, ENTRANCE FEES AND LEVIES

31. Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves for such number of years as provided for in the By-Laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.

32. The Annual Subscription shall fall due on the first day of ~~January~~ April in each year.
[altered 10 November 2014]
33. (a) The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the subscription payable by members shall be not less than two dollars (\$2.00) per annum or such other minimum subscription provided from time to time by the *Registered Clubs Act*.
- (b) The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.
34. (a) In the case of a person elected to membership during the financial year to a class of membership liable to pay annual subscriptions, such member shall in respect of that financial year pay such subscription as the Board may determine being not less than two dollars (\$2.00).
- (b) Subject to the provisions of the *Anti Discrimination Act*, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.
35. (a) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-Laws.
- (b) If the subscription or any part thereof of any member shall not be paid within a period of three (3) months from the date upon which it shall fall due for payment, the Secretary may cause the member's name to be removed from the Register of Members of the Club.

PATRONS

36. The Board may appoint a Patron or Patrons from time to time and any Patron is deemed to be an Honorary Member while they remain a Patron.

ADDRESSES OF MEMBERS

37. Every person on becoming a member must furnish to the Secretary particulars of his address (including an address within New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership. He must notify the Secretary of any subsequent change of address. The address within New South Wales is deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND GUESTS

38. The Club shall keep the following registers:
- (a) A register of persons who are members of the Club. This register shall set forth the name in full, address and the occupation of each member and the date on which he last paid the fee for membership of the Club.

- (b) A register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. The register shall have entered in it, when any such Temporary Member enters the Club premises for the first time, the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) A register of persons who are Honorary Members. This register shall set forth the name in full and the address of each Honorary Member and the date or period of Honorary Membership.
 - (d) A register of persons aged eighteen (18) years and over who enter the premises of the Club as guests of members. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his name in the register once. Noted that it is offence to make an entry in the guest register relating to a guest under the age of eighteen (18) years.
39. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

TURNING OUT MEMBERS AND GUESTS

40. (a) The Secretary, or an authorised employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the *Registered Clubs Act*; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant; who, for the purpose of prostitution, engages or uses any part of the Club premises, or who smokes, within the meaning of the *Smoke-free Environment Act 2000*, while on any part of the licensed premises that is a smoke-free area within the meaning of that Act.
- (b) If, pursuant to this Rule, a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee or Officer of the Club, may at any subsequent time refuse to admit the person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the person being turned out or refused entry has been dealt with by the Board or six (6) weeks has elapsed, whichever is the sooner.
- (c) The persons who are entitled to exercise the powers set out in this Rule shall be:

- (i) In the absence of the Secretary from the premises of the Club, the senior employee then on duty; and
 - (ii) Any person authorised in writing by the Secretary or the Board to exercise such powers.
- (d) The Secretary and any person exercising the powers referred to in this Rule may use or authorise such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.
- (e) The Secretary and any person who has exercised any of the powers referred to in this Rule shall within forty-eight (48) hours of using such powers make a report in writing, relaying the facts, matters and circumstances relating to the exercise of the powers.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

41. If a member refuses or neglects to comply with any of the provisions of the Constitution or the By-Laws, or in the opinion of the Board is guilty of any conduct prejudicial to the interests of the Club, or in the opinion of the Board is guilty of conduct which is unbecoming of a member, or in the opinion of the Board is guilty of conduct that renders him unfit for membership, the Board has the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of the member and to erase his name from the Register of Members provided that:
- (a) The member is notified in writing of the charge made against him under this Rule and of the time and date of the meeting when the Board proposes to hear it. Notice is to be handed to him or posted by mail to his last known address or sent by email to his last known email address as early as reasonably practicable before the meeting of the Board at which the charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
 - (b) The member charged is entitled to attend the hearing for the purpose of answering the charge or he may answer the charge in writing.
 - (d) The Board is not bound by any rules of evidence and it may gather information and inform itself of any matter as it sees fit. A hearing can be adjourned at the absolute discretion of the Board.
 - (e) If the member fails to attend the hearing, the charge may be heard and decided by the Board on the evidence before it and having regard to any written representations made to the Board by or on behalf of the member.
 - (f) The voting method by the members of the Board present at a hearing shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion. If any such motion is not passed, the charge is deemed to be dismissed.
 - (g) Whether or not there has been a hearing, if the Board forms a view at any stage that the charge is trivial or vexatious, the charge may be dismissed.
 - (h) A decision of the Board is final and the Board shall not be required to assign any reason for its decision.

- (i) Any member charged or who is proposed to be charged under this Rule may be immediately suspended from all privileges of the Club until such time as the hearing is held and the charge decided. Such immediate suspension of membership privileges shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be within two (2) month of the notification to the member of his immediate suspension.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 42. (a) A member may at any time by giving notice in writing to the Secretary resign from his membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under the Constitution or under the Act.

GUESTS

- 43. (a) All members (excluding Temporary Members and Provisional Members) shall have the privilege of introducing guests to the Club who are at least eighteen (18) years of age and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by the By-Laws, nor shall he introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board.
- (f) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-Laws are not inconsistent with this Constitution and the *Registered Clubs Act*.

- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

44. After the first Annual General Meeting the Board shall consist of a President, Vice-President, Captain, Treasurer, Executive Director, and four (4) other Board members. After the 2014 Annual General Meeting the Board shall consist of a President, Vice President, Captain, Treasurer and five (5) other Directors. [*altered 10 November 2014*]
45. (a) The Board shall be elected annually at the Annual General Meeting of the Club. On and from the elections for the Board conducted in 2015 the triennial rule as set out in Schedule 4 of the *Registered Clubs Act 1976* is to apply. [*altered 11 August 2015*]
- (b) ~~The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.~~ The members elected to the Board at the first Annual General Meeting at which the triennial rule applies shall be divided into 3 groups and those groups shall be determined by drawing lots, and shall be as nearly as practicable equal in number, and shall be designated as group 1, group 2 and group 3. Members of the Board in group 1 shall hold office for one year, and the members in group 2 shall hold office for 2 years, and members in group 3 shall hold office for 3 years. At each Annual General Meeting held while the triennial rule is in force (other than first such meeting) the number of members required to fill vacancies on the Board shall be elected and shall hold office for three years. While the triennial rule applies the positions of President, Vice-President, Captain and Treasurer:
- i. are to be nominated with the consent of the nominee by any member who is present and eligible to vote at the Annual General Meeting from amongst the members elected to the Board. A member elected to the Board can self nominate for one of the said positions. A member elected to the Board cannot hold more than one of the said positions;
 - ii. the appointment to each of the said positions is to be decided at the Annual General Meeting by a show of hands or a poll in accordance with clause 85 and if there is more than one nominee for any of the said positions the person appointed is to be decided on a first past the post basis; and
 - iii the appointment to each of the said positions is to be held from the conclusion of the Annual General Meeting until the conclusion of the next. If one of the said positions becomes a casual vacancy it is to be filled in accordance with clause 72.
- [*clause 45 (b) altered in its entirety 11 August 2015*]
- (c) A person shall not be elected to or hold office as a member of the Board unless he is a Long Service Swimming Member, Country Swimming Member, Swimming Life Member or a Swimming Honorary Life Member, or an Active Swimming Member who has held such membership for at least twelve (12) months.

- (d) Subject to the provisions of the *Registered Clubs Act*, a member of the Board shall be not less than eighteen (18) years of age. (A person may become or be a member of the Board even if the person is of or above the age of 72 years).
 - (e) An unfinancial member (being a member whose subscription or part of it is more than three months overdue) or a suspended member shall not be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or suspended.
46. (a) In addition to the ~~Executive Director~~ President, three (3) other members of the Board shall be appointed as the Executive Officers of the Club at the first Board meeting following the annual election of the Board. [*altered 10 November 2014*]
- (b) At all times the ~~Executive Director~~ President shall be an Executive Officer of the Club. [*altered 10 November 2014*]
- (c) If a casual vacancy occurs in the position of Executive Officer, the Board shall appoint a member of the Board to fill such vacancy at the next meeting of the Board.

NOMINATION AND ELECTION OF THE BOARD

47. (a) All nominations for the annual election must be lodged with the Secretary not less than forty-two (42) day prior to the Annual General Meeting.
- (b) Nominations for election to the Board shall be made in writing signed by two (2) Swimming Members of the Club (excluding Active Swimming Members) and signed by the nominee ~~and shall state the office for which the nominee is nominated~~. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club's Notice Board. [*altered 11 August 2015*]
- (c) ~~Members eligible for election to the Board shall be nominated for not more than one (1) position of office.~~ [*altered 11 August 2015*]
48. (a) If the number of candidates duly nominated for ~~any office~~ the Board does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting. [*altered 11 August 2015*]
- (b) If no or insufficient nominations are received for ~~any offices~~ the Board the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If more than one candidate is nominated for such vacancies, an election by ballot for such vacancies remaining shall be held in accordance with this Constitution. [*altered 11 August 2015*]
- (c) (i) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided for by this Constitution.

- (ii) A ballot held prior to the Annual General Meeting shall be open for not less than three (3) days at such fair and reasonable hours as determined by the Board and shall conclude not less than forty-eight (48) hours prior to the Annual General Meeting.
- 49. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two [2] scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- 50. The State Electoral Commissioner (or an officer within the meaning of the *Public Sector Management Act 1988* authorised in writing by the Electoral Commissioner) shall conduct an election of the Board of the Club if:
 - (a) (i) An application is made in writing to the Director of Liquor and Gaming by a member entitled to vote for the making of the order, and the application is signed by at least 200 or one-tenth of the number of members of the Club so entitled to vote, whichever is the lesser, and showing the names in full or the surnames and the initials of the given names of the signatories; and
 - (ii) Notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Director of Liquor and Gaming or the Casino, Liquor and Gaming Control Authority as part of its determination in a matter of complaint against the Club; or
 - (c) (i) On application by the Club to the Electoral Commissioner; and
 - (ii) Written notification of that fact is sent at the same time to the Director of Liquor and Gaming.
- 51. (a) In any case of doubt as to the formality or otherwise of a ballot paper, the same shall be referred to the Returning Officer whose decision shall be final.
- (b) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the Chairman of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- 52. The Board shall have the power to make By-Laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.

POWERS OF THE BOARD

- 53. The Board shall be responsible for the management of the business and affairs of the Club.
- 54. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby

or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the *Registered Clubs Act* and of these Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such other members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

- (b) To make such By-Laws not inconsistent with the Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law;
 - (ii) The general management, control and trading activities of the Club;
 - (iii) The control and management of the Club premises;
 - (iv) The management and control of swimming at Club events;
 - (v) The upkeep and control of the swimming pools;
 - (vi) The control and management of all competitions;
 - (vii) The conduct of members;
 - (viii) The privileges to be enjoyed by each category of membership;
 - (ix) The relationship between members and the Club's employees; and
 - (x) Generally all such matters as are commonly the subject matter of the Club's Rules or which by the Constitution are not reserved for decision by the Club in general meeting.

- (c) To enforce the observance of all Rules by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

- (d) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any Contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf Contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To prudently invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) The Board shall have the power to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease, demise, exchange or sell in accordance with the *Registered Clubs Act* all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to sell, lease, exchange or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the *Registered Clubs Act* without the consent of the Director of Liquor and Gaming or the Casino, Liquor and Gaming Control Authority (as the case may be) and the exercise of the power to sell, lease, demise or exchange of Core Property shall be in accordance with this Constitution and the *Registered Clubs Act*.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any Contract for or of service or otherwise.

- (L) To fix the maximum number of persons who may be admitted to each class or sub-class of membership of the Club in accordance with this Constitution.

- (m)
 - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any section or committee and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of a section or committee and from time to time to prepare or approve and amend By-Laws for the control and regulation of sections or committees and the conduct and activities thereof and to terminate and dissolve any section or committee or to reconstitute a section or committee on a similar or different basis.

 - (ii) For the purpose of this Rule, to permit any section or committee to adopt a name distinctive of such section or committee (provided it be described as a section or committee of the Club) and to become affiliated with the body controlling the game or activity in New South Wales or elsewhere on such terms and conditions (not inconsistent with this Constitution or the *Registered Clubs Act*) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

 - (iii) The Board may open and operate a Bank Account in the name of a section or committee at a Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board and include at all times at least one member of the Board. The Board from time to time may remove and replace such persons or any of them.

 - (iv) In furtherance to this Rule, any section or committee formed shall at all times remain a section or committee of the Club and the assets and funds of said section or committee shall remain assets and funds of the Club.

 - (v) Subject to the general control and supervision of the Board, each section or committee shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.

 - (vi) Subject to this Constitution, any rules or by-laws of a section or committee may be amended from time to time by a majority of the members for the time being of the section or committee at a general meeting of the section or committee either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section or committee shall have effect unless and until it is approved by resolution of the Board.

 - (vii) Any disciplinary action by a section or committee in respect of any member of such section or committee shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

- (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.

BY-LAWS

- 55. The By-Laws set out in Schedule 1 have full force and effect from the commencement of the Constitution. Any other By-Law made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club's Notice Board.

PROCEEDINGS OF THE BOARD

- 56. (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose.
 - (b) The President shall preside at every meeting of the Board or if at any meeting he is not present within five (5) minutes of the time appointed for holding the meeting or is unwilling or unable to act then the Vice-President shall act as Chairman. ~~If the Vice-President is not present or is unwilling or unable to act then the Executive Director shall act as Chairman. If the Executive Director is not present or is unwilling or unable to act then the Board members present shall elect their own Chairman.~~ If the Vice President is not present or not willing or is unable to act then the Board members present shall elect their own Chairman. [*altered 10 November 2014*]
 - (c) The quorum for meetings of the Board shall be five (5) members personally present.
- 57. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
 - 58. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
 - 59. The continuing members of the Board may act notwithstanding any vacancy in 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 the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
 - 60. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were

disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

61. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

62. Members of the Board of the Club and Top Executives of the Club are required to declare any Gift or remuneration (which shall include a fee for service) received from an affiliated body if the value of the Gift or remuneration exceeds \$500. The declaration of the Gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the Gift or remuneration.
63. In accordance with Regulations made under the *Registered Clubs Act*, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any Gift or remuneration received from a person or organisation that is a party to a Contract with the Club, including all parties supplying goods and/or services to the Club.
64. (a) The Club shall not enter into a Contract with the Secretary of the Club, a Manager, or any Close Relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed Contract has first been approved by the members of the Board.
- (b) The Club must not enter into a Contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a member or Top Executive has a pecuniary interest, unless the proposed Contract is first approved by the Board of the Club.
- (c) Sub-paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the *Registered Clubs Act* at the time the relevant Contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that sub-paragraph applies.
- (d) It shall be the duty of a member of the Board or a Top Executive to declare in writing the nature of his interest in a Contract, or to make such a declaration at a Board meeting of the Club prior to the approval of the Contract and it shall be the duty of the Secretary to record the declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a Contract shall be counted in a quorum but shall not vote on any such Contract or arrangement with the Club.

- (f) Before entering into a Contract, the Club shall make all reasonable inquiries to ensure that the provisions of sub-paragraphs (a) and (b) are not contravened.
 - (g) When making inquiries as to whether a party to a proposed Contract is or is not a person, company or body referred to in sub-paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed Contract (or, in the case of a company or other body that is a party to the proposed Contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
65. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.
66. (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
67. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.
68. (a) The Club shall not lend money to a member of the Club. It shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$5,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
- (b) The terms and conditions of an employee's Contract with the Club must not contravene this Rule.
69. In accordance with Regulations made under the *Registered Clubs Act*, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club under the *Registered Clubs Act*.

VACANCIES ON THE BOARD

70. Subject to the provisions of this Constitution the members in general meeting may, by Ordinary Resolution of which due notice has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by Ordinary Resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the replaced person would have held the office if he had not been so removed.

71. The Office held by a Director of the Club shall be deemed immediately vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (b) If he becomes insolvent, under administration or is convicted of a felony or misdemeanour or indictment as provided by the Act.
 - (c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (d) If he fails to declare the nature of his interest in a Contract or office or property as provided by the Act.
 - (e) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
 - (f) If by notice in writing given to the Secretary he resigns his office.
 - (g) If he ceases to be a member of the Club.
 - (h) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
 - (i) If he hold an office of profit or becomes an employee of the Club.
 - (j) If he dies.
72. The Board shall have power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for re-election. The vacated office is to be filled by election at the next following Annual General Meeting and the person elected shall hold office for the residue of the term of office of the person who caused the casual vacancy. [*altered 11 August 2015*]

GENERAL MEETINGS

73. (a) A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) All meetings of the general body of members other than Annual General Meetings shall be called Extraordinary General Meetings.
74. The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club.
75. (a) The Board shall convene an Extraordinary General Meeting on the request of not less than five percent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, whichever is the lesser, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of

members calculated as at the midnight immediately preceding the day that the requisition is received).

- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene an Extraordinary General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Board does not give notice of an Extraordinary General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club, the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of an Extraordinary General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
76. At least twenty-one (21) clear days notice specifying the place, day, hour and business of a general meeting shall be given to all members entitled to attend and vote at general meetings of the Club. The meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member.
77. Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
78. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit for the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the

question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of a question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

79. The business of the Annual General Meeting shall be as follows:
- (a) Announcement of members who have made written apologies for being unable attend the Annual General Meeting;
 - (b) Vale and remembrance for members who have died since the previous Annual General Meeting;
 - (c) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (d) To receive and consider the reports of the Board;
 - (e) To receive and consider the Financial Report, and the Auditor's Report;
 - (f) To approve honoraria or other extraordinary benefits (if any);
 - (g) To elect the Board and the positions of President, Vice President, Captain and Treasurer in accordance with this Constitution; [*altered 11 August 2015*]
 - (h) To appoint an Auditor (if an Auditor is required due to resignation or dismissal);
 - (i) To deal with any valid business of which due notice has been given;
 - (j) To deal with general business as provided for by this Constitution or as approved by the Chairman or as approved by the meeting.
80. The Chairman of an Annual General Meeting shall 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.
81. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
82. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. If a meeting

is convened on the requisition of members there shall not be less than thirty-five (35) members present and entitled to vote and at all other general meetings and at all Annual General Meetings the quorum shall be not less than thirty-five (35) members present and entitled to vote.

83. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
84. The President shall be entitled to take the chair at every general meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-President shall take the chair provided that if the Vice-President is not present or is unwilling or unable to act then the members of the Board present shall elect a member of the Board to be Chairman or in the absence of a member of the Board the members present shall elect one of their number to be Chairman of the meeting.
85. (a) Every question submitted to a general meeting shall be decided by a show of hands (unless a poll is demanded by members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- (b) A poll may be demanded by:
- (i) The Chairman; or
 - (ii) At least five (5) members present and entitled to vote; or
 - (iii) Members present in person and representing not less than five percent (5%) of the total voting rights of all members having the right to vote at the meeting.
- (c) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (d) A demand for a poll may be withdrawn.
86. At any general meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
87. (a) The Chairman of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall

be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

MINUTES

88. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
- (a) of all appointments of officers made by the Club in general meeting or by the Board;
 - (b) of the names of the Directors present and voting at each meeting of the Board;
 - (c) of the number of members present and voting at general meetings of the Club;
 - (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.
89. Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

FINANCIAL YEAR

90. The financial year of the Club shall commence on the first day of July and end at the conclusion of the last day of June in each year.

ACCOUNTS AND AUDIT

91. (a) The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the *Registered Clubs Act*, and Australian accounting standards. Such accounts shall be presented to the Club's members in general meeting once in every year and shall include a Financial Report for the financial year, a Director's Report for the financial year, and an Auditor's Report.
- (b) The Director's Report, in addition to the other statutory requirements, shall include:

- (i) The number of members of each class registered in the Register of Members at the date of the preparation of the Report;
 - (ii) The names of the members of the Board and the number of Board meetings attended by each member thereof;
 - (iii) The amount (if any) written off for depreciation and provisions.
 - (iv) The amount (if any) which the Board proposes to transfer to the Reserve Funds of the Club.
- (c) In accordance with the *Registered Clubs Act*, the annual report shall specify the Core Property and Non-Core Property of the Club as at the end of the financial year to which the report relates.
92. 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 or *Registered Clubs Act* to inspect such records.
93. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the *Registered Clubs Act*.
- (b) The financial statements shall be available to the members of the club within 48 hours of the statements being adopted by the Board. The Club shall post a notice on the Club's noticeboard indicating that the financial statements are available on the club's website (if any), and how the members of the club can access the financial statements on the website, and that a copy of the financial statements is available to any member of the Club on a request in writing by the member.

ANNUAL REPORT

94. (a) The Annual Report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the Annual Report is to be presented and, in any case, its availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the Annual Report by doing the following:
- (i) sending a hard copy of the Annual Report to each member who has notified the club that he would like to receive the Annual Report as a hard copy; or
 - (ii) sending an electronic copy of the Annual Report to each member who has elected to receive the Annual Report as an electronic copy; or
 - (iii) making a copy of the Annual Report readily accessible on the Club's web site and directly notifying, in writing, all members who did not elect

to receive the Annual Report that the Annual Report is accessible on the Club's web site, and specifying the direct address of the web site where the Annual Report may be accessed.

- (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
 - (i) the member may elect to receive, free of charge, a copy of the Annual Report; and
 - (ii) if the member does not so elect, the member may access the Annual Report, on a specified web site; and
 - (iii) if the member does so elect and the Club offers to send the Annual Report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
 - (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
 - (e) An election to receive or to not receive the Annual Report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.
95. The Club shall within one (1) month after the Annual General Meeting lodge with the Director of Liquor and Gaming or the Casino, Liquor and Gaming Control Authority (as the case may be) a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and the Auditor's Report on the financial report).

AUDITOR

96. (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
- (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor.
- (c) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
- (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
- (e) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.

- (f) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
97. The Auditor's duties shall be regulated in accordance with the provisions of the Act.
98. (a) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice and he must be given any other communication relating to the general meeting that a member of the Club is entitled to receive.
- (b) The Auditor may appoint a representative to attend a meeting.

SECRETARY

99. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
100. In accordance with the Act and the *Registered Clubs Act*, the Secretary shall be responsible for the following duties and ensure that the said duties are carried out::
- (a) To conduct and manage the affairs of the Club under the direction of the Board;
 - (b) To convene and attend all meetings of the members and of the Board, taking minutes of the business transacted thereat, and to enter same in the Minute Book;
 - (c) To conduct, keep and produce the correspondence in connection with the Club;
 - (d) To keep a Register of members and of Guests as required by the *Registered Clubs Act*;
 - (e) To keep a register of Gifts received by members of the Board and employees as required by the *Registered Clubs Act*;
 - (f) To keep such books and records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operating position and affairs;
 - (g) To control the Notice Boards and to post all official notices in the Club;
 - (h) To prepare and submit for the approval of the Board the Annual Report of the Club's affairs.
 - (i) To perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution.
 - (j) To perform such other duties that are required to be carried out by the Secretary in accordance with the provisions of the Act and the *Registered Club Act*.

EXECUTION OF DOCUMENTS

101. The Club may execute a document (including a deed) if that document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

NOTICES

102. Any notice in writing may be given by the Club to a member either:
- (a) personally;
 - (b) by sending it by post to the address for the member in the Register of Members; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
103. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.
104. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
105. If a member has not supplied to the Club an address within the New South Wales for the giving of notices to him, a notice posted on the Notice Board shall be deemed to be served on the member at the expiration of twenty-four (24) hours after it is so posted up.

WINDING UP OF THE CLUB

106. The liability of the members is limited.
107. Each member of the Club undertakes to contribute such amount as may be required but not exceeding one dollar (\$1) to the assets of the Club in the event of the Club being wound up during the time that he is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves.
108. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its

or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions shall be determined by the members of the Club at or before the time of dissolution or in default thereof by the Supreme Court of New South Wales. If and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

INDEMNITY AND INSURANCE OF OFFICERS

109. Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.
110. To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CONSTITUTION

111. (a) The Constitution may be altered or amended at a general meeting by a Special Resolution of which due notice has been given to members of the Club.
- (b) The majority required to pass a Special Resolution to alter or amend the Constitution shall be seventy-five per cent (75%) of the members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
112. (a) The Club shall, within fourteen (14) days of altering or amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after altering or amending its Constitution, lodge with the Director of Liquor and Gaming, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
113. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

SCHEDULE 1 – BY-LAWS

The following By-Laws shall govern the conduct and operation of the Club.

Definitions

1. Words or phrases that are defined in the Constitution of the Club and the rules of interpretation that are set out in it are to be given the same meaning and interpretation in these By-Laws unless it is inconsistent with the subject or context.

The Board and Existing Committees

2. On the transfer of incorporation of the Co-Op to the Club when the Club is registered with the Australian Securities and Investment Commission:
 - a) All directors of the Board of the Co-Op shall to hold office as directors of the Board of the Club and the Board and all existing committees are to continue to function until the first annual general meeting of the Club. Thereafter, the Board shall be constituted in accordance with the Constitution and a committee may be formed by an ordinary resolution at a general meeting in which case the committee continues to function until the next annual general meeting. Otherwise, committees may be formed by the Board and function or dissolve at its pleasure;
 - b) All members of committees are to continue to hold office until the first annual general meeting of the Club. Thereafter, a member of a committee holds office at the pleasure of the Board unless a member of a committee is elected by a ballot that takes place during a period of two weeks prior to the Sunday preceding the annual general meeting or at the annual general meeting. The result of the ballot is to be declared at the annual general meeting by a returning officer and a deputy returning officer elected by the Board who both must be Swimming Members. A committee member who is elected holds office until the next annual general meeting;

Race Officials

3. All swimming race officials including the Starter, the Check Starter, the Referee, Timekeepers, the Race Recording Officers, Judges, the Handicapper, the Assistant Handicapper, the Race Secretary, and the Point Score Secretary are to continue to hold office until the first annual general meeting of the Club. Thereafter, all swimming race officials must be Swimming Members and shall be elected annually by ballot. The ballot shall take place within two weeks prior to the Sunday preceding or at the annual general meeting. The result of the ballot shall be declared at the annual general meeting by a returning officer and a deputy returning officer elected by the Board who both must be Swimming Members.
4. There shall be swimming race officials that include the Starter, the Check Starter, the Referee, Timekeepers, the Race Recording Officers, Judges, the Handicapper, the Assistant Handicapper, the Race Secretary, and the Point Score Secretary.
5. A nomination for election as a swimming race official is to be lodged with the Club at least the four (4) weeks before the annual general meeting when the election result is to be declared. The Board may allow a shorter time for the lodgement of a nomination.
6. An elected swimming race official holds office until the next annual general meeting.

7. The Captain (or the Vice Captain in his absence) can appoint a Swimming Member to fill a casual vacancy amongst swimming race officials.

The Swimming Committee

8. There shall be a Swimming Committee constituted by the Captain, Race Recorder, Starter, Handicapper and any number of other swimming race officials as elected by them from amongst them to hold office as a member of the Swimming Committee. The names of the members of the Swimming Committee shall be recorded in the minutes of the first meeting of the Board after the Annual General Meeting.
9. The Swimming Committee is to:
 - (a) Review compliance by Active Swimming Members with the Historic Rule 15b; and
 - (b) Make decisions and rule upon matters relating to the operation of swimming races and swimming meetings held by the Club or at which a team of the Club participates (being matters that are not within the purview of the Captain, Vice Captain or swimming race officials).
10. The Board may overrule a decision or ruling of the Swimming Committee.

Swimming Membership

11. A Swimming Member applicant must attend an induction as arranged by the Swimming Committee.
12. A Swimming Member applicant must complete a timed swim of 50 metres in the Club's pool which is to be recorded as their 50 metre handicap. A 40 metre time is also to be recorded which is to be their 40 metre handicap.
13. A Swimming Member who participates in an official "away" swim at another club in winter shall be registered as having completed a Sunday swim with the Club.
14. A Swimming Member who participates in a swim with an affiliated winter swimming club shall be registered as having completed a swim with the Club provided written proof is given to the satisfaction of the Race Recorder.

Active Swimming Members –The Swimming Requirement – Historic Rule 15b

15. Active Swimming Members are reminded of the swimming requirement set out in clause 22 of the Club's Constitution. It is known as the Historic Rule 15b and it is unique amongst winter swimming clubs. The Club considers the Historic Rule 15b to be an important aspect of the Club's heritage and it is integral to the ongoing lifeblood of swimming membership. It may only be changed by a special resolution that is passed at a general meeting of the Club.
16. So as to avoid any doubt, the Historical Rule 15b is declared not to apply to a Long Service Swimming Member, Life Member, Honorary Life Member or a Junior Member.
17. A Swimming Member may request a transfer of his membership class from that of Swimming Member to Social Member if he expects that he will not be able to complete the swimming requirement. The request must be in writing and made to the Swimming Committee which is to consider it and make a recommendation to the Board.

Winter Swimming Races on Sundays

18. Winter swimming races of a distance of forty (40) metres and fifty (50) metres) shall be held at Bondi Baths for the Club's Swimming Members each Sunday morning starting on the first Sunday in May and ending on the last Sunday in September each year.
19. Winter swimming races may be abandoned or postponed due to inclement conditions. The Captain, in consultation with Swimming Committee members who are present, may abandon or postpone races if waves are entering the pool or he may decide that only 40 metre races be held. The Club's most senior life guard on duty may decide to abandon a race meeting if he deems there to be an unreasonable risk to swimmer safety. A decision by the senior life guard on duty to abandon a race meeting is final.
20. Nominations for Sunday races of fifty (50) metres close at 9.15 am and for forty (40) meters the nominations close at 10.30 am. The Race Secretaries shall record entries for all Club races and prepare race sheets and supply copies to the Referee, Starter, Check Starter, Timekeepers and Judges.

Duties of Swimming Race Officials

21. The Captain has the general control of swimming activities of the Club and shall carry out all duties in relation to the swimming activities not expressly delegated to another officer. He shall see that all necessary officials for the conduct of races are at their respective posts and he shall have power to appoint substitutes if necessary.
22. The Vice Captain shall act under the direction and on the instructions of the Captain and during the absence of the Captain shall act in his stead.
23. The Referee shall adjudicate on any protest relating to foul swimming.
24. The Referee is to judge all swimming races as he sees fit and, together with or independently of the Captain and Handicapper, he may disqualify a swimmer from a race if he decides that the swimmer has swum in a stroke that is not approved or did not make a genuine effort to swim according to their handicap time.
25. The Referee's decision prevails over any point where the Judges' decisions may differ.
26. The Referee has authority to interfere in a race at any stage to ensure that fair race conditions are observed.
27. Decisions made by swimming race officials as to placings, times, points and disqualification are final unless a decision is reviewed and overruled at the meeting of the Swimming Committee that next follows the race day.
28. The Handicapper shall handicap each competitor who nominates for a race according to the scale of handicaps that he prepares each week. The Handicapper shall record the time of each new swimming member and allot his handicap before the member is allowed to compete in a race.
29. In a race where the Handicapper or the Assistant Handicapper swims, his handicap for the race shall be determined by the Captain.
30. The Handicapper's book shall at all times be available to the Swimming Committee and to the Board.
31. The Starter shall start all Club races according to the handicaps listed for such races and the Check Starter shall check the times when each competitor starts according to the handicap of each competitor.

32. The Judges shall take the times of all Club races with the Club's stop watches and shall judge the results of all Club races. The times and results shall be immediately recorded on the race sheets but no decision shall be announced until the Referee has notified the Judges that the race was swum fairly and according to the rules.
33. The Race Recording Officer shall record all races swum by Swimming Members each week.

Disqualifications and Approved Swimming Strokes

34. The Check Starter must disqualify a swimmer if he deems the swimmer to have dived into the water too long before or too long after their nominated time is called by the Starter.
35. A swimmer who is judged to swim a race more than one (1) second faster than their handicap thereby breaks their time and is disqualified from the race. The next place getter will be moved up a position in the placings provided they are not disqualified.
36. The Handicapper may deduct time from a swimmer who has broken their time and the amount of time deducted, if any, in setting a new handicap is to be determined by the Handicapper.
37. The Referee may declare the water to be "fast" for any particular race when heavy seas are breaking into the pool in which case the times taken for such race shall not render a swimmer liable to disqualification if his time is broken by more than the time allowed.
38. Swimming race officials may disqualify a swimmer who does not swim an approved stroke. Freestyle in the styles known as the Australian crawl, the American crawl, the front crawl, and the forward crawl are approved strokes. If injury or disability requires a different swimming stroke such as dog paddle, breast stroke, back stroke, butterfly or an unusual style or unique stroke, the swimmer must have approval of the Captain and Handicapper to swim a different stroke. The decision of the Captain and Handicapper on whether or not to approve the use of a different stroke by a swimmer is final.

The Point Score

39. Points allotted to swimming members for participation in the Club's winter swimming races are as follows.
 - (a) 4 points for 1st place;
 - (b) 3 points for 2nd place;
 - (c) 2 points for 3rd place; and
 - (d) 1 point for every other member who completes the race.
40. In the event of dead heats, the swimmers who are equally placed each get full points for their placing but the rest of the placings are spread. For example, if two swimmers tie for 1st place they both get 4 points but no points for second place will be given and the next place will be 3rd with 2 points allocated and so on.

41. If a Sunday race meeting is abandoned or postponed one (1) point shall be allotted to each member who nominated for a race provided the member is present when the decision is announced.
42. When a team represents the Club elsewhere, each member of the team shall be allotted points for the Sunday when the visit takes place. The Captain determines how many points to allot.
43. Ordinarily, a disqualified swimmer may receive one (1) point for participating in a race. However, the Swimming Committee may decide if the circumstances giving rise to the disqualification warrant the loss of points and/or the recording of their swim. The decision of the Swimming Committee is final.
44. On completion of the Sunday races, the race sheets duly marked with results and times noted by the Judges shall be handed to the Point Score Secretary and the Handicapper. The Handicapper must appropriately adjust any swimmer's handicap.
45. The Point Score Secretary must keep an accurate record of all points scored by swimming members in any Club event for which points are awarded. A list of points scored by each member who participated in a race shall be posted on the Club's notice board and on the Club's web site each week.

Conduct within the Club's Premises

46. Members, guests and visitors within the licensed premises of the Club must have footwear on and be at least casually attired.
47. Members must produce their membership card if requested by a Director or staff of the Club to gain admission to the licensed premises of the Club or for service of liquor.
48. Any person who has been rejected as a candidate for membership, or has been suspended or expelled from the Club, or whose name has been erased from the Register of Members for non-payment of fees is not eligible to be admitted as a guest or visitor.
49. Animals are not allowed in the Club's premises other than a guide dog.
50. A member shall not reprimand an employee of the Club. If a member has a complaint against an employee it shall be made without delay to the supervisor or manager on duty.
51. The Board may prohibit any person from playing poker machines or engaging in any gambling on the Club's licensed premises.

We, **David Hall** and **Noel O'Dwyer**, certify that this and the preceding 41 pages is a true copy of the Constitution of Bondi Icebergs Club Limited as passed by special resolution made on 23 September 2011 and including alterations made by special resolutions passed on 10 November 2014 and 11 August 2015.

Dated: September 2015

David Hall, President

Noel O'Dwyer, Vice President