

CORPORATIONS ACT 2001

CONSTITUTION

of

ASQUITH BOWLING & RECREATION  
CLUB LIMITED

ABN 81 001 039 747

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| 1. | Adopted  | 22.10.2006 |
| 2. | Amended  | 24.07.2011 |
| 3. | Amended  | 20.10.2013 |
| 4. | Amended: | 16.10.2016 |

## CONSTITUTION

of

### ASQUITH BOWLING & RECREATION CLUB LIMITED ABN 81 001 039 747

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#### NAME

1. The name of the Company is Asquith Bowling & Recreation Club Limited.

#### PRELIMINARY

2. The Company shall be a non-proprietary company.
3. The Company is established for the purposes set out in this Constitution.
4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

#### DEFINITIONS

5. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

"**The Act**" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

"**Biennial General Meeting**" means the Annual General Meeting held in 2011 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and a new Board is declared elected.

"**The Board**" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

"**By-Laws**" shall mean the By-laws made in accordance with this Constitution.

"**The Club**" means Asquith Bowling & Recreation Club Limited ABN 81 001 039 747.

"**Club Notice Board**" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

**"Constitution"** means this Constitution.

**"Full member"** means any person who is in one of the categories of membership referred to in Rule 18.

**"Gaming Machines Act"** means the Gaming Machines Act 2001 and any Regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**"Liquor Act"** means the Liquor Act 2007 and any Regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

**"Month"** except where otherwise provided in this Constitution means calendar month.

**"The Office"** means the registered office for the time being of the Club.

**"The Registered Clubs Act"** means the Registered Clubs Act (NSW) 1976.

**"Rules"** means the rules comprising this Constitution.

**"Secretary"** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager and General Manager and Chief Executive Officer.

**"Special Resolution"** has the meaning assigned thereto by the Act.

**"Sub club"** means any sporting club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 60 is or has been established and is affiliated or becomes affiliated with the Club.

- (b) **"Financial member"**. A member shall not be a financial member of the Club if:
- (i) the member's subscription or any part thereof has not been paid in accordance with Rule 38; or
  - (ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of thirty 30 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain un-financial until the full amount owing is paid to the Club.

- (c) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (d) Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

- (e) 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 Clauses in this Constitution, nor limit nor govern the construction of this Constitution.

### **OBJECTS**

6. The objects of the Club are:

- (a) To promote the game of bowls and such other sports, games and pastimes, indoor and outdoor, as the Club may deem expedient and to provide trophies and prizes in connection therewith.
- (b) In furtherance of the objects of the Club to acquire and hold freehold or leasehold property (including permissive occupancies) or any rights or privileges which the Club may think necessary or convenient for its purpose. In the event of the Club taking or holding any property which may be subject to any trusts, the Club shall only deal with the same in such manner as allowed by Law having regard to such trusts.
- (c) To construct and maintain grounds, greens, lawns, pitches and all or any such grounds as the Club may determine, and to construct and maintain a Club House or Pavilion in connection with the same containing such accommodation and conveniences as the Club may from time to time determine, and to construct and maintain such other buildings as the Club may deem requisite, to take over or adopt any contracts or agreements whatsoever made on behalf of the Club prior to the registration thereof, and whether expressly so made or otherwise, and to indemnify any person or persons for any liability incurred by him or them thereunder, and subject as aforesaid to take over the assets and liabilities of the unincorporated association known as the "Asquith Bowling Club".
- (d) To engender by association a fraternal feeling amongst social members and bowlers and to preserve and promote the best traditions of the game of bowls.
- (e) To conform at all times with the requirements of the game of lawn bowls as adopted from time to time by the Royal New South Wales Bowling Association and the New South Wales Women's Bowling Association as may be applicable.
- (f) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid to persons using or to visitors to the Club House and premises, and to make application for and hold licences for the sale of liquor and other commodities and also to enter into any contract with a third party for the provision of catering services to the Club.
- (g) To carry on the business of vendors of sports materials as deemed appropriate.
- (h) To subscribe to become a member of and co-operative with any other Associations whether incorporated or not whose objects are altogether or in part similar to those of this Club.
- (i) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to the provisions of Liquor Act and Registered Clubs Act.

- (j) To borrow or raise money in such manner as the Club shall think fit, and in particular by the issue of debenture stock, charged upon all or any of the Club's property, both present and future, or by bank overdraft, mortgage, bill of sale, or otherwise, and if deemed advisable to appoint trustees for the debenture-holders.
- (k) To accumulate a reserve fund out of the income or otherwise for the purpose of the Club, and the appropriate the same or any part thereof or any of the Club's assets to specific purposes.
- (l) To invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the Club.
- (m) To make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures or other negotiable or transferable securities.
- (n) For the purpose of furthering any objects of the Club to enter into any arrangements for co-operation or reciprocal concessions with any other association or club whether incorporate or not having objects similar to those of this Club.
- (o) In furtherance of the objects of the Club to maintain a club licence under the Liquor Act and for the purposes of the Registered Clubs Act to appoint a Manager or Officer to act as the Secretary Manager and Chief Executive Office of the Club.
- (p) To amalgamate with any other company, association or club having objects altogether or in part similar to this Club, and which shall prohibit the distribution of its or their income and property among its or their members to any extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof.
- (q) If thought fit to obtain any Act of Parliament extending or restricting the power of the Club, or otherwise altering its constitution, or dissolving the Club and re-incorporating its members as a new Club, for such purposes and with such powers as may be determined.
- (r) To make, repeal, and amend all such rules, by-laws and regulations for the management of the Club or otherwise, as may from time to time be deemed necessary.
- (s) To do all such things as are incidental or conducive to the above objects, and for that purpose to vest in the Board of Directors of the Club such powers as it may by its Constitution prescribe. Provided always that it shall not be lawful for the Club to impose on its members or to support with its funds any regulations, articles or rules, which if an object of the Club would make it a trade union or would otherwise make its registration illegal.

#### **LIMITED LIABILITY**

7. The liability of the members is limited.

### **MEMBERS GUARANTEE**

8. (a) Each member undertakes to contribute an amount not exceeding ten dollars (\$10.00) if the Club is wound up:
- (b) while he or she is a member of the Club; or
- (c) within one year of the date that he or she ceases to be a member.
- (d) The contribution referred to in paragraph (a) of this Rule 8 shall be for the:
- (i) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
- (ii) costs, charges and expenses of winding up.

### **APPLICATION OF PROPERTY ON DISSOLUTION**

9. (a) If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (i) not be transferred, paid to or distributed among the members;
- (ii) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- (b) The institution or institutions referred to in paragraph (a)(ii) of this Rule 9 shall be determined by:
- (i) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
- (ii) the Supreme Court of New South Wales.
- (c) If and so far as effect cannot be given to the above provisions then any said remaining property shall be given or transferred to some charitable purpose.

### **PROPERTY AND INCOME OF THE CLUB**

10. The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.
11. Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
12. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from

the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of 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.

13. A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
14. Subject to Rule 15 nothing in this Constitution shall prevent the payment:
  - (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
  - (d) of reasonable and proper rent for premises leased by any member to the Club.
15. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
  - (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
  - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
  - (c) interest at the rate referred to in Rule 14(c) above on any money lent by the director of the Club;
  - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
  - (e) rent as referred to and in accordance with Rule 14(d).

### **LIQUOR & GAMING**

16. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 16(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- (d) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly

or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **MEMBERSHIP**

- 17. (a) Deleted.
  - (b) No person under the age of 18 years shall be admitted as a member of the Club except as a Junior Bowling member.
18. The Full membership of the Club shall be divided into the following categories:
- (a) Life members;
  - (b) Bowling members;
  - (c) Social members;
  - (d) Junior Bowling members.
19. Persons who are not Full members may, in accordance with this Constitution, be admitted to the Club as:
- (a) Provisional Members;
  - (b) Honorary Members;
  - (c) Temporary Members.
20. The number of Full members having the right to vote in the election of the Board shall not be less than such minimum prescribed by the Registered Clubs Act.

### **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

#### **BOWLING MEMBERS**

- 21. (a) Bowling members shall be persons who have attained the age of eighteen (18) years and are elected to Bowling membership of the Club.
- (b) Bowling members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Bowling members are entitled to:
  - (i) all the playing and social privileges and advantages of the Club;



- (ii) attend and vote at Annual General Meetings and general meetings of the Club;
- (iii) nominate for and be elected to hold office on the Board;
- (iv) vote in the election of the Board;
- (v) vote on any special resolution to amend this Constitution;
- (vi) propose, second, or nominate any eligible member for any office of the Club;
- (vii) propose, second or nominate any eligible member for Life membership;
- (viii) introduce guests to the Club.

### **SOCIAL MEMBERS**

22. (a) Social members shall be persons who have attained the age of eighteen (18) years and are elected to Social membership of the Club together with all those persons listed as Social members in the register of members of the Club as at the date of the approval of the special resolution adopting this Constitution.
- (b) Social members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- (c) Social members are entitled to:
- (i) all the social privileges and advantages of the Club;
  - (ii) vote in the election of the Board;
  - (iii) introduce guests to the Club;
  - (iv) attend and speak at all annual general meetings or general meetings of the Club.
- (d) Social members shall not be entitled to:
- (i) vote at annual general meetings or general meetings of the Club other than as provided for in this Constitution and as required by the Registered Clubs Act; and
  - (ii) nominate for or be elected or appointed to hold office on the Board.

### **JUNIOR BOWLING MEMBERS**

23. (a) Junior Bowling members shall be persons under the age of eighteen (18) years who have been elected as Junior Bowling members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior Bowling member of the Club unless the Board:

- (i) is satisfied that the person is joining the Club for the purpose of participating in bowling activities conducted or organized by the Club; and
  - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior Bowling member of the Club and taking part in the bowling activities organised by the relevant sub club of the Club;
  - (iii) is satisfied that that person will take part in regular bowling activities organised by a sub club of the Club.
- (c) Subject to the provisions of the Registered Clubs Act, a Junior Bowling member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- (i) attend or vote at any meeting of the Club; or
  - (ii) take part in the management of the Club;
  - (iii) propose, second or nominate any eligible member for any office of the Club;
  - (iv) propose, second or nominate any eligible member for Life membership;
  - (v) introduce guests to the Club;
  - (vi) the playing privileges of the Club available through membership of a sub club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sub club.
- (d) Upon attaining the age of eighteen (18) years a Junior Bowling member shall be transferred to Bowling membership and shall be required to pay a proportion of the annual subscription for bowling membership up until the date the next annual subscription is due and payable.

### **LIFE MEMBERS**

24. (a) A Life member shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Rule 24.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life membership shall be nominated by one Bowling member or Life member and seconded by another Bowling member or Life member.
- (d) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than 21 days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (e) If a nomination for life membership is approved by a resolution passed by not less than a simple majority of the members present and voting at the general

meeting or the Annual General Meeting the person nominated shall thereby be a Life member of the Club. Voting shall be by secret ballot.

- (f) Every Life member shall be entitled to all the rights and privileges of a Bowling member.
- (g) A Life member is relieved from the payment of any annual subscription.

### **TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

- 25. (a) The Board shall have the power on the application of any member to transfer that member to another category of membership, other than Life membership, if that member has the qualifications for that other category of membership.
- (b) Any application for transfer of membership pursuant to this Rule 25 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (c) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (d) Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

### **PROVISIONAL MEMBERS**

- 26. A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 27. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 28. (a) Provisional members shall be entitled to:
  - (i) the social facilities and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club if they are an applicant for a class of membership which is permitted to do so.
- (b) Provisional members shall not be entitled to:

- (i) attend and vote at Annual General Meetings and general meetings of the Club; or
- (ii) nominate for and be elected to hold office on the Board;
- (iii) vote in the election of the Board;
- (iv) vote on any special resolution to amend this Constitution;
- (v) propose, second, or nominate any eligible member for any office of the Club;
- (vi) propose, second or nominate any eligible member for Life membership.

### **HONORARY MEMBERS**

29. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (c) Honorary members who are not Full members of the Club are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests to the Club.
- (d) Honorary members who are not Full members of the Club are not entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (e) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the *Registered Clubs Act*. This register shall set forth in respect of each of those members:
- (i) the name in full or the surname and initials; and
  - (ii) the address.

### **TEMPORARY MEMBERS**

30. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is not less than a distance of 5 kilometers radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

- (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organized sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 31.
- (a) Temporary members shall not be required to pay an entrance fee or annual subscription.
  - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
  - (c) Temporary members shall be entitled to such playing and social privileges of the Club as the Board may determine from time to time but shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 50.
  - (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
  - (e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 30(c).
  - (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 30(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
    - (i) the name in full or surname and initials of the Temporary member;
    - (ii) the residential address of the Temporary member;
    - (iii) the date on which Temporary membership is granted;
    - (iv) the signature of the Temporary member.

### **VOTES OF MEMBERS**

- 32.
- (a) Subject to Rule 32(b), only Life members and financial Bowling members shall be entitled to attend and vote at any general meeting of the Club.
  - (b) Social members shall be entitled to vote in the election of the Board and in respect of any other matter as provided for in the Registered Club Act which as at the date of this Constitution includes:
    - (i) Voting on any Honorarium;
    - (ii) Voting in respect of a disposal of land by the Club; and

- (iii) Voting in relation to any amalgamation.
- (c) Subject to Rule 98, every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (d) No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- (e) No members (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all or any entrance fees and annual subscriptions and all other monies due to the Club at the time of such meeting.

### **ELECTION OF MEMBERS**

- 33. (a) A person shall not be admitted as a Bowling member, Social member, or Junior Bowling member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (c) The Board may reject any application for membership without assigning any reason for such rejection.
- 34. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
  - (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) the occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant and in the case a Junior Bowling member the signature of the applicant's parent or guardian; and
  - (vii) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
  - (i) the entrance fee (if any) and the appropriate annual subscription;
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.

- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall propose the persons application for membership by signing the application form and shall cause the application to be sent to the Secretary.
  - (d) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (c) of this Rule 34 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
  - (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
  - (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
35. (a) Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

### **ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

36. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
38. (a) All subscriptions shall be due and payable on the first day of July in each year.
- (b) Any person who has not paid his or her subscription by the due date shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rules 41 and Rule 42 shall not apply to such resolution.
- (c) Each year the Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription in paragraph (a) of this Rule 38 and of the provisions of paragraph (b) of this Rule 38.

- (d) Any person who has been removed from membership of the Club pursuant to paragraph (b) of this Rule 38 may re-apply for membership in accordance with this Constitution.
- 38A. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 5(b)) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any sub club or section of the Club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any sub club or section of the Club;
  - (d) nominate or be elected or appointed to the Board or any committee of a sub club or section of the Club;
  - (e) vote in the election of the Board or any committee of a sub club or section of the Club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any sub club or section of the Club;
  - (g) propose, second or nominate any eligible member for Life membership.

### **REGISTERS OF MEMBERS AND GUESTS**

39. The Club shall keep the following registers:
- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
    - (i) the name in full;
    - (ii) the occupation;
    - (iii) the address;
    - (iv) the date on which the entry of the member's name in the register is made;
    - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
  - (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
  - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 30(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
  - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.



### **ADDRESSES OF MEMBERS**

40. Members must advise the Secretary of the Club of any change in their address within seven days of changing their address as recorded in the register referred to in Rule 39(a).

### **DISCIPLINARY PROCEEDINGS**

41. Subject to Rule 42, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or
  - (b) is, in the reasonable opinion of the Board;
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member.
42. (a) A member shall be notified of:
- (i) any charge against the member pursuant to Rule 41; and
  - (ii) the date, time and place of the hearing of the charge.
- (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 42 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which the charge is to be heard.
  - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (d) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.
  - (e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
  - (f) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
  - (g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
  - (h) No motion by the Board to find that the charge has been established or to reprimand, suspend or expel a member shall be deemed to be passed unless a two-thirds (2/3) majority of the directors present in person vote in favour of such motion.

- (i) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
  - (j) No members dealt with in accordance with this Rule shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reasons of any act or thing arising therefrom relating thereto.
43. If a notice of charge is issued to a member pursuant to Rule 42(a), the Board or the Secretary separately from the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for six (6) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

### **DISCIPLINARY COMMITTEE**

44. (a) The Board may by resolution delegate all of the powers and functions given to the Board by Rule 41 to a Disciplinary Committee comprised of not less than three (3) directors of the Club selected by the Board.
- (b) The Disciplinary Committee referred to in paragraph (a) of this Rule 44 shall conduct its activities in accordance with the procedures referred to in Rule 42 save that:
- (i) all references to the Board in Rules 41 and 42 (except Rule 42(i)) shall be read as being references to the Disciplinary Committee;
  - (ii) any decision by the Disciplinary Committee to reprimand, suspend or expel a member will require the unanimous decision of the members of the Disciplinary Committee voting on a resolution to that effect.
  - (iii) a quorum of the Disciplinary Committee shall be three (3) directors of the Club.
- (c) The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 42 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (i) the procedure set out in Rule 42 is followed; and
  - (ii) the member is notified that the Board is exercising the power under this Rule 42 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to paragraph (a) of Rule 44 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge or the identity of or position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

### **APPEALS FROM DISCIPLINARY COMMITTEE**

45. (a) Any member whose membership has been suspended or expelled from the Club by a decision of the Disciplinary Committee shall have the right to have the charge upon which the decision was made heard and determined again by the Board provided that notice in writing is given by such member to the Secretary requesting that the charge be heard and determined by the Board and such notice is received by the Club within fourteen (14) days of the member being notified in writing by the Secretary of the decision of the Disciplinary Committee.
- (b) Within twenty one (21) days after a notice is received by the Club pursuant to paragraph (a) of this Rule 45 a fresh notice of charge specifying the date, time and place of the hearing of the charge will be sent as a prepaid letter posted to the member's last known address at least seven (7) days before the meeting of the Board at which such charge is to be heard.
- (c) The notice of charge referred to in paragraph (b) of this Rule 45 may include additional information, allegations and particulars not included in the notice of charge heard and determined by the Disciplinary Committee.
- (d) The members of the Disciplinary Committee who heard and determined the charge on which the appeal has been taken are eligible to be present and vote at the Board meeting which hears and determines the charge pursuant to this Rule 45.
- (e) The hearing of the charge by the Board shall be in accordance with Rule 42 and if the charge is found proved the Board shall have power to impose any penalty on the member permitted by Rule 41 in substitution for that imposed by the Disciplinary Committee.
- (f) Notwithstanding that a notice has been given by a member in accordance with paragraph (a) of this Rule 45 the decision of the Disciplinary Committee to suspend for a period or to expel that member shall continue in full force and effect until that decision has been substituted by a decision of the Board.

### **SUSPENSION**

46. Any member suspended pursuant to Rules 41, 42, 43, 44 or 45 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
- (b) participate in any of the social or sporting activities of the Club or any sub club;
- (c) attend or vote at any meeting of the Club;
- (d) nominate or be elected or appointed to the Board;
- (e) propose, second or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

**REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

47. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to paragraph (c) of this Rule 47, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the *Smoke-free Environment Act*, smokes while on any part of the premises that is smoke-free.
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (vii) whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Rule 47 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Rule 47) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised in writing by the Secretary to exercise such power.
- (d) Without limiting Rule 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a)(i), the person must not re-enter or attempt to re-enter the Club within 24 hours of being refused admission or being turned out.
- (e) Without limiting Rule 47(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 47(a)(i) the person must not:
- (i) remain in the vicinity of the Club;

- (ii) re-enter the vicinity of the Club within 6 hours of being refused admission or being turned out.

### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 48. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
- (b) Any member who has resigned pursuant to this Rule 48 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.
- (c) In the event of the death of a member the Board may in its discretion elect to refund any membership fee for the current year, or any part thereof, to the estate of the deceased member.

### **GUESTS**

- 49. (a) All members except Junior Bowling Members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 50.
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who is then suspended or who has been expelled from the Club pursuant to Rule 42 or suspended pursuant to Rule 43 or who has been refused admission to or turned out of the Club pursuant to Rule 47.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (f) 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.
- (g) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

50. A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
51. For the purposes of Rule 50(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
  - (b) the minor’s spouse or de facto partner;
  - (c) for the time being, standing in as the parent of the minor.

### **BOARD OF DIRECTORS**

52. (a) The business and affairs of the Club and the control and the custody of its funds shall be managed by a Board consisting of:
- (i) Seven (7) Directors comprising of a Chairperson, a Senior Deputy Chairperson, a Deputy Chairperson, a Treasurer and three (3) Ordinary Directors to be elected by the members or appointed by the Board to fill casual vacancies in accordance with this Constitution; and
  - (ii) up to 2 directors appointed by the Board pursuant to Rule 52(A).
- (b) The Board shall be elected every two (2) years at a ballot to be held prior to each Biennial General Meeting of the Club in the manner set out below and in accordance with any By Laws made by the Board.
- (c) As and from the Biennial General Meeting of the Club to be held in 2017 a member shall not be able to hold any position of Director including the positions of Chairperson, Deputy Chairperson and Treasurer for more than five (5) consecutive terms of 2 years each being an uninterrupted period of ten (10) years.
- 52A. (a) The Board may appoint two (2) directors pursuant to clause 31 of the Registered Clubs Regulation.
- (b) Any person appointed by the Board to be a director pursuant to clause 31 of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member of the Club for a specific period of time before standing for or being elected or appointed to the Board.
- (c) A person appointed under subclause (a):
- (i) may be appointed for a term of no more than 3 years, and

- (ii) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and
  - (iii) is not eligible for re-appointment under subclause (a), including re-appointment after the end of that term.
- (d) Within 21 days of an appointment being made under subclause (a), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states:
- (i) the reasons for the person's appointment, and
  - (ii) the person's relevant skills and qualifications, and
  - (iii) any payments to be made to the person in connection with his or her appointment.
53. Subject to Rule 54, only Life members and the financial Bowling members shall be entitled to stand for and be elected or appointed to the Board.
54. A member who is:
- (a) an employee; or
  - (b) currently under suspension;
  - (c) not a financial member;
- shall not be eligible to stand for or be elected or appointed to the Board.
- 54A. Any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training for directors as required by the Regulations made under the Registered Clubs Act.

### **ELECTION OF BOARD**

55. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer to take charge of the ballot. A candidate for any position shall not be appointed as the Returning officer
  - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 55, shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Biennial General Meeting and shall remain on the Club Notice Board until nominations close.
  - (c) Nominations shall close on the day that is thirty five (35) clear days prior to the date fixed for the Biennial General Meeting and must be delivered to the Secretary on or before that date.
  - (d) Nominations for election to the Board shall be made in writing and signed by two Full members and by the nominee who shall thereby signify his or her consent to the nomination. Each nomination shall be accompanied by a photograph and a profile of the candidate.

- (e) Any candidate who seeks to withdraw their nomination may only do so prior to nominations closing and only if addressed to and delivered to the Returning Officer.
- (f) An eligible member may be nominated for more than one but not more than three (3) offices.
- (g) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled. If there shall be more nominations than the required number to fill a position or positions an election by secret ballot shall take place at the Biennial General Meeting in respect of that position or positions but if there be only the requisite number who nominate at the Biennial General Meeting the Board shall declare those nominees as duly elected.
- (i) If, by the closing of nominations, there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If, by the closing of nominations, there be more than the required number nominated for any position an election by ballot shall take place in respect of that position or positions in the manner hereinafter provided or if, and only if, the Board creates a by law to that effect, under a system whereby electronic voting using the internet is used instead of postal voting as provided for in Sub Rules 55(l) - (u) or under a system whereby members will be offered the choice of voting either by postal voting or by electronic voting..
- (k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 55 the order of seniority of shall be:
  - (i) Firstly - Chairperson
  - (ii) Secondly - Senior Deputy Chairperson
  - (iii) Thirdly - Deputy Chairperson
  - (iv) Fourthly - Treasurer
  - (v) Fifthly - Ordinary Director
- (l) The Returning Officer shall supervise the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Secretary Manager.
- (m) Not less than fourteen (14) days prior to the date of the Biennial General Meeting the Club shall cause to be posted to every member of the Club entitled to vote in the election of the Board a ballot paper containing in the order determined pursuant to Rule 55(n), the names of duly nominated candidates;



- (n) The position of the names of candidates on the ballot paper shall be determined by lot by the Secretary Manager in the presence of two (2) full members who are not standing for any position on the Board. The draw is to be carried out in the Club's premises within forty-eight (48) hours of the close of nominations.
- (o) The Returning Officer shall insert such numbers or make such marks on the ballot papers and shall do all other things necessary to ensure the proper conduct of the ballot;
- (p) The Club shall record the name of each member of the Club to whom a ballot paper has been posted;
- (q) Any member of the Club to whom a ballot paper has been posted and who satisfies the Secretary Manager that the ballot paper was not received by that member or was spoilt shall be given a further ballot paper by the Returning Officer;
- (r) The non-receipt of a ballot paper by any member of the Club eligible to vote shall not invalidate the ballot;
- (s) A member of the Club shall record a vote in the following manner:
  - (i) The member shall mark the ballot paper in accordance with instructions from the Returning Officer appearing on or with the ballot paper;
  - (ii) A member who wishes to vote in the ballot shall be responsible to ensure that the ballot paper completed in accordance with the instructions from the Returning Officer is posted, given or sent to the Returning Officer so that it is received by the Returning Officer not later than two (2) clear days prior to the date of the Biennial General Meeting.
  - (iii) Failure to comply with sub paragraphs (i) and (ii) of this Rule 55(s) shall render the ballot paper informal and the vote of the member concerned will not be counted.
- (t) The Returning Officer shall give to each Assistant Returning Officer and the Secretary Manager reasonable notice of the time and place for the examination of ballot papers and the counting of the ballot. The Secretary Manager will advise each candidate who shall be entitled to attend at the counting of the ballot.
- (u)
  - (i) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed;
  - (ii) The decision of the Returning Officer as to the validity of any ballot paper shall be final;
  - (iii) After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected.

- (iv) Any candidate has the right to request a recount of the ballot provided that the Returning Officer shall not be required to carry out more than one recount.
- (v) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the assistant Returning Officers shall determine by lot the candidate or candidates who is, or are, to be elected;
- (w) The Returning Officer shall report the result of the ballot to the Secretary Manager who shall announce the result to the meeting.
- (x) If at the close of the Biennial General Meeting any vacancies remain, such vacancies shall be casual vacancies and may be filled in accordance with Rule 83.
- (y) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 55.

### **POWERS OF THE BOARD**

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

### **GENERAL POWERS**

57. 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 this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

### **SPECIFIC POWERS**

58. Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time:
- (a) To make, alter and repeal By-Laws pursuant to Rule 61.
  - (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
  - (c) 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.
  - (d) To secure the fulfillment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (e) 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.

- (f) 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.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) Sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights including any land belonging to the Club provided the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (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 service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (o) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct, behavior, clothing and dress whilst on the said premises.
- (p) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium

## COMMITTEES

59. (a) Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:
- (i) Director;
  - (ii) Member;
  - (iii) Employee;
  - (iv) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;

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

- (b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.
- (c) The Chairperson shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
- (d) Any 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 chairperson of the meeting shall have a second and casting vote.
- (e) The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 59 or by any by-law made by the Board pursuant to this Rule 59.
- (f) Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

## SUB CLUBS

60. (a) Without derogating from the general powers conferred by Rule 57, the Board shall have power from time to time to:
- (i) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
  - (ii) Allow each of the sub clubs established pursuant to this Rule 60 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established within the Club.
  - (iii) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.

- (iv) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (b) Any of the sub clubs established pursuant to paragraph (a) of this Rule 60 or those already in existence must conform to any by-law made by the Board pursuant to Rule 61.
- (c) The Chairperson shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
- (d) Subject to the general control and supervision of the Board, each such sub club may 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 each sub club and its governing body shall also be produced promptly to the Board which shall review and preserve such minutes and records.
- (e) The Board may empower each such sub club to open and operate a bank account in the name of the section in such 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 which from time to time may remove and replace such persons or any of them.
- (f) Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members 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 sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.
- (g) The committee of any sub club may refer any disciplinary matters to the Board together with a recommendation as to any action to be taken by the Board. Sub clubs shall not have the power to discipline members.
- (h) Any funds of any of the sub clubs set up within the Club including the Men's Bowling Club and Women's Bowling Club in excess of the reasonable foreseeable needs of the individual sub club, shall upon request, be paid to the Club and become part of the general reserves of the Club.

### **BY-LAWS**

- 61. (a) The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.
- (b) Without limiting the generality of paragraph (a) of this Rule 61 the Board may regulate:

- (i) such matters as the Board are 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 play and dress on the bowling greens;
  - (v) the upkeep and control of the bowling greens;
  - (vi) the control and management of all competitions;
  - (vii) the conduct of members and guests of members;
  - (viii) the privileges to be enjoyed by each category of members;
  - (ix) the relationship between members and Club employees; and
  - (x) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (c) Any By-law made under this Rule 61 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.
- (d) The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

### **PROCEEDINGS OF THE BOARD**

62. The Board may meet together for the dispatch 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.
63. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
64. The Chairperson shall preside as chairperson at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Senior Deputy Chairperson shall preside as chairperson of the meeting. If the Senior Deputy Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall preside as Chairperson. If the Deputy Chairperson is not present or is unwilling or unable to act then the directors present shall elect one of their number to preside as Chairperson of the meeting.
65. The quorum for meetings of the Board shall be four (4) directors personally present.
66. The Chairperson may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.

67. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
68. The continuing directors on 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 this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
69. 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.
70. (a) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Director shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
71. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

#### **DECLARATIONS OF INTERESTS BY DIRECTORS**

72. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
- (ii) comply with Rule 77.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.

- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring gifts or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.

### **REGISTER OF INTERESTS**

- 73. The Secretary shall, in accordance with clause 20 of the Regulations to the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 72 and pursuant to Division 2 Part 4A of the Registered Clubs Act.
- 74. Deleted.
- 75. Deleted.
- 76. Deleted.

### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

- 77. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.
- 78. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 77.

### **CONTRACTS WITH DIRECTORS**

- 79. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of paragraph (a) of this Rule 79 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 72(a), Rule 77 and paragraph (a) of this Rule 79 have been satisfied with respect to a commercial arrangement or a contract:



- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
- (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
- (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

### **CONTRACTS WITH SECRETARY**

80. (a) Subject to paragraph (b) of this Rule 80, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary;
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Paragraph (a) of this Rule 80 does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

### **REMOVAL FROM OFFICE OF DIRECTORS**

81. (a) The members in general meeting may by ordinary resolution:
- (i) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
  - (ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 81 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

### **VACANCIES ON BOARD**

82. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (b) is disqualified for any reason referred to in Section 206B of the Act.
  - (c) fails to complete the mandatory training requirements for directors referred to in Rule 54A within the prescribed period (unless exempted).
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (e) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office be vacated.
  - (f) by notice in writing given to the Secretary resigns from office as a director.
  - (g) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (h) ceases to be a member of the Club.
  - (i) becomes an employee of the Club.
83. 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 following Biennial General Meeting.

### **GENERAL MEETINGS**

84. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
85. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
  - (ii) at least 50 members who are entitled to vote at the general meeting.
- In this Rule 85 the term "the request" shall mean the request referred to in this paragraph (b).
- (c) The request must:
- (i) be in writing;
  - (ii) state any resolution to be proposed at the meeting;

- (iii) be signed by the members making the request; and
  - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than 2 months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 85 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 85. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
86. (a) At least 21 days notice in writing of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting;
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a general meeting of the members of the Club (including an Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such

meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

### **ANNUAL GENERAL MEETINGS**

87. The business of the Annual General Meeting shall be as follows:
- (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation, and
  - (b) to receive and consider the reports referred to in Rule 103A;
  - (c) In the case of a Biennial General Meeting, to declare the results of any ballot for the election of the Board and conduct any further election of directors that may be necessary;
  - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) to approve the reimbursement of directors' expenses and the payment of honorariums (if any); and
  - (f) to deal with any other business of which due notice has been given to the members.
88. (a) The Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

### **MEMBERS' RESOLUTIONS**

89. (a) Notwithstanding Rules 90, 91 and 92, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least thirty-five (35) days prior to the date fixed for such Annual General Meeting.
- (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
90. (a) The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or

- (ii) at least 100 members who are entitled to vote at a general meeting.
  - (b) The notice must:
    - (i) be in writing;
    - (ii) set out the wording of the proposed resolution; and
    - (iii) be signed by the members proposing to move the resolution.
  - (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
  - (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 91.
- (a) If the Secretary has been given notice of a resolution under Rule 90, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.
  - (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
  - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
  - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
  - (e) The Club need not give notice of the resolution:
    - (i) if it is more than 1,000 words long or defamatory; or
    - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
- 92.
- (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
    - (i) a resolution that is proposed to be moved at a general meeting; or
    - (ii) any other matter that may be properly considered at a general meeting.
  - (b) The request must be made by:
    - (i) members with at least 5% of the votes that may be cast on the resolution; or

- (ii)
- (iii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
  - (i) in writing;
  - (ii) signed by the members making the request; and
  - (iii) given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

93. A general meeting of the members of the Club must be held for a proper purpose.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

94. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.

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

### **PROCEEDINGS AT GENERAL MEETINGS**

95. The Chairperson shall be entitled to take the Chair at every general meeting. If the Chairperson is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Senior Deputy Chairperson shall preside as chairperson of the meeting. If the Senior Deputy Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson shall preside as chairperson. If the Deputy Chairperson is not present or is unwilling or unable to act then the members of the Board shall elect a Director to be Chairperson of the meeting. In the event that no Director being present at the meeting the members present and entitled to vote shall elect one of their number to preside as chairperson of the meeting.
96. (a) No business shall be transacted at any general meeting of members unless a quorum of members is present.
- (a) At any general meeting of the Club (including an Annual General Meeting), twenty (20) members present in person and eligible to vote shall be a quorum.
- (b) If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (i) be dissolved if it was convened at the request of members pursuant to Rule 85; or
- (ii) stand adjourned to such day, and such time and place, as the Board determines or, if no determination is made by the Board, 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.
- (c) If at any meeting adjourned pursuant to this Rule 96 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.
97. (a) Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs 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 chairperson or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any general meeting (unless a poll is demanded) a declaration by the chairperson 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.

- (e) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **PROXY VOTING PROHIBITED**

98. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of a member or of the Board
- as the proxy of another person.

### **ADJOURNMENT OF GENERAL MEETINGS**

99. (a) The Chairperson of a 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.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment 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.
- (d) It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **MINUTES**

100. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of general meetings of the Club; and
  - (ii) proceedings and resolutions of meetings of the directors of the Club including meetings of a committee of directors);
  - (iii) resolutions passed by directors without a meeting.
- (b) The Club must ensure that:
- (i) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and



- (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

### **ACCOUNTS AND REPORTING TO MEMBERS**

101. The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
  - (b) prepare, on a quarterly basis, financial statements that incorporate:
    - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
    - (ii) a balance sheet as at the end of the quarter.
  - (c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.
  - (d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the statements being adopted by the Board.
  - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.
  - (f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.
102. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
103. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 103A. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

**FINANCIAL YEAR**

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

**AUDITORS**

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

**SECRETARY**

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

**EXECUTION OF DOCUMENTS**

107. (a) The Club shall have a Seal.  
(b) The Board must provide for the safe custody of the Seal.  
(c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:  
(i) two members of the Board; or  
(ii) one member of the Board and the Secretary.  
(d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:  
(i) two members of the Board; or  
(ii) one member of the Board and the Secretary.

**NOTICES**

108. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution or by sending it to the electronic address (if any) nominated by the member.
109. Where a notice is sent by post to a member in accordance with Rule 108 the notice shall be deemed to have been received by the members:  
(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and  
(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

- 109A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

**INDEMNITY TO OFFICERS**

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

**INTERPRETATION**

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

**AMENDMENTS TO CONSTITUTION**

113. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members and financial Bowling members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

**INSPECTION OF RECORDS**

114. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will only be open to the inspection of members other than Directors. A member other than a Director does not have the right to inspect any document of the Club except as authorised by the Board or by an order of a Court as defined in the Act.

**PATRONS**

115. Patrons may be appointed from time to time by the members in general meeting and they shall be thereof be deemed to be Honorary members of the Club provided that any Patron who is a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

**HISTORICAL PROVISIONS**

116. The names, addresses and descriptions of the subscribers to the Memorandum of Association of the Club dated 15 August, 1972 are as follows:

Henry Thomas Taylor	172 Sherbrook Road, Asquith	Carpenter
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Edward Arthur Wells	6 Mildred Avenue, Hornsby	Plant Foreman
Robert Noel Bell	50 Wall Avenue, Asquith	Technical Teacher
Donald Richard Witherdin	451 Pacific Highway, Asquith	Building Contractor
Loyal Douglas McLachlan	11 Vista Close, Hornsby	Company Secretary
Alan Sinclair Pollock	16 Rosemead Road, Hornsby	Public Accountant
Cyril Robert Holloway	14 Clark Road, Waitara	Purchasing Manager