

**CONSTITUTION  
OF  
WINDANG BOWLS CLUB LIMITED  
ACN 001 033 889**

CORPORATIONS ACT  
A Company Limited by Guarantee  
and not having a Share Capital

Amended: 28 September 2008

Amended: 16 September 2018

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# CONSTITUTION OF WINDANG BOWLS CLUB LIMITED

## Section 1:

### ARTICLES OF ASSOCIATION of WINDANG BOWLS CLUB LIMITED

#### DEFINITIONS

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

“The Act” means 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.

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

“Close Relative” has the meaning given by the Registered Clubs Act.

“The Club” means the Windang Bowls Club Limited.

“Constitution” means this company constitution of the above named Club.

“Contract” includes commercial arrangement.

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

“Gaming Machines Act” means 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.

“Gift” includes money, hospitality or discounts.

“Land” means any land owned or occupied by the Club.

“Liquor Act” means 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” means calendar month.

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

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

“Officers” include the President, Vice President, Treasurer, Bowls Secretary, Secretary/Manager and members of the Board, but does not include the Auditor.

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

“Registered Clubs Act” means the Registered Clubs Act 1976. 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.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-Laws of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, and Acting Honorary Secretary.

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

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

“Top Executive” has the meaning given by the Registered Clubs Act.

“Written” and “In Writing” includes printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

2. A member shall not be deemed to be a “Financial Member” at the date of a meeting at which only Financial Members may attend or vote:
  - (a) If at the due date a member’s subscription or any part thereof payable on that date remains unpaid; or
  - (b) If any money (other than the subscription) owing by the member of the Club has remained unpaid at the expiration of thirty (30) days from service on the member a notice from the Club requiring payment thereof;.

and in either case the member shall be and remain unfinancial until payment in full of the amount owing.

### **INTERPRETATION OF CONSTITUTION**

3. References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to

time and also any other enactment or regulation substantially replacing any such enactment or regulation.

4. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant of this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by a Court of proper jurisdiction.
5. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
6. The provision that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
7. A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
8. Words importing the singular number also include the plural and vice versa. Words Importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

#### **CLUB OPERATIONS – GENERAL**

9. The Club is established for the purposes set out in the Constitution.
10. The Club shall be a non-proprietary Club.
11. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
12. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved in advance by the members of the Club at a General Meeting
13. Subject to the provisions of the Registered Club Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence under the Liquor 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 licence.
14. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under the Rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club, or any payment calculated by reference to the gaming revenue of the Club.

15. Deleted.
16. The Club must not dispose of any Land unless such disposal is in accordance with the requirements of the Liquor Act and Section 41J of the Registered Clubs Act.
17. 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; provided that this Rule 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.
18. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years  
(b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.

### **MEMBERSHIP**

19. Deleted.
20. The persons who at the date of the Resolution adopting this Constitution are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with the Constitution shall be members of the Club.
21. A person shall not be admitted to Membership of the Club except as an Ordinary Member (all classes of Ordinary Membership), Life Member, Provisional Member, Honorary Member, or Temporary Member.

### **MEMBER – VOTING RIGHTS**

22. (a) Pursuant to the Registered Clubs Act, the Full Members of the Club entitled to vote at the annual election of the Board shall at all times comprise at least twenty five percent (25%) of the Full Members of the Club. The Board may determine from time to time by By-Law to grant such entitlement to vote to any class or classes of membership as is necessary to meet the requirements of the Registered Clubs Act and may also revoke such entitlement.  
(b) For the purpose of this Rule, the right to vote shall be limited to:
  - (i) The right to vote at any election of Directors of the Club whether at a General Meeting of the Club or on any other occasion;
  - (ii) The right to remove Directors from office pursuant to the Constitution;
  - (iii) The right to approve or reject the payment of remuneration or honoraria (if any) to Directors.
23. (a) Full Bowling Members, Associate Members and Life Members shall have full voting rights and shall be entitled to attend and to vote at General Meetings of the Club and vote at all elections of the Club.  
(b) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.

- (c) Each member entitled to vote shall have one (1) vote.
- (d) Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

#### **CLASSES OF ORDINARY MEMBERSHIP**

24. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of:

- (a) Full Bowling members;
- (b) Associate members;
- (c) Junior Bowling members.

25. The requirements for eligibility of persons for each election of the following classes of membership shall be:

- (a) Full Bowling Members

Persons who have attained the age of eighteen(18) years and who are elected as Full Bowling Members of the Club or transferred by the Board from another class of Ordinary Membership to Full Bowling Membership of the Club.

- (b) Associate Members

Person who have attained the age of eighteen (18) years and who are elected as an Associate Member or transferred by the Board from another class of Ordinary Membership to Associate Membership of the Club.

- (c) Junior Bowling Members

- (i) Persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organized by the Club. Junior Members shall NOT be entitled to introduce guest to the Club, attend any meetings of the Club, vote at any elections, hold any position of office, or nominate members for officer of the Club. Junior Members shall be entitled to use such portions of the Clubhouse as the Board may determine pursuant to the Registered Clubs Act or in respect of which a permit has been granted under the Registered Clubs Act.

#### **LIFE MEMBERS**

26. Life Members are members who have rendered outstanding services to the Club and have been elected a Life Member by a resolution carried by at least three quarters majority of those present and entitled to vote on such membership at a General Meeting following the submission to such meeting of an appropriate recommendation from the Board. Notice of such nomination shall be in the notice of the meeting.

27. A person elected as a life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of the class of membership held immediately prior to election to Life Membership and such other rights and privileges as may be determined by the Board.

### **HONORARY MEMBERS**

28. A person shall not be admitted as an Honorary Member of the Club unless they are admitted in accordance with the provisions of this Constitution and they have the qualifications, as specified in this Constitution, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
29. The following persons over the age of eighteen(18) years may at the discretion of the Board or management of the Club be made Honorary Members of the Club:
  - (a) Any prominent citizen or dignitary visiting the Club; or
  - (b) A current Patron of the Club.
30. An Honorary Member shall be entitled only to the social privileges of the Club and to such other games, recreations and pastimes as are determined by the Board from time to time.
31. Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees/or subscriptions.
32. The Board and the management of the Club shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason.

### **TEMPORARY MEMBERS**

33. A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of this Constitution and he has the qualifications as specified in this Constitution requisite and appropriate in relation to the purposes of the Club for Temporary Membership of the Club.
34. The following persons aged over the age of eighteen (18) years may at the discretion of the Board or management of the Club be made Temporary Members of the Club.
  - (a) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
  - (b) A person who is a member of another registered club with similar objects to those of this Club;
  - (c) Any person who is attending the Club for the purpose of taking part in an organized sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
  - (d) An interstate or overseas visitor.
35. Temporary Members (other than those who are attending the Club for the purpose of taking part in an organized sport or competition) are required to complete and sign the Temporary Members Register each day they attend at the Club.
36. Temporary Members shall not be required to pay an entrance fee or annual subscription.

37. 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.
38. Temporary Members shall not introduce Guests into the Club other than a minor in accordance with Rule 60.
39. The Board and the management of the Club may at any time cancel membership of any Temporary Member without notice and without assigning any reason.

#### **PROVISIONAL MEMBERS**

40. (a) Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application.
- (b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.
- (c) A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

#### **TRANSFER OF MEMBERSHIP**

41. (a) The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance fee and/or annual subscription applicable to the class of membership to which he desires to be transferred.
- (b) A member holding a class of Junior Bowling Membership may without the need for application be transferred to the appropriate class of membership related to such member's age as may be determined by the Board on payment of the difference between the annual subscription applicable for his present membership and the annual subscription applicable to the class of membership to which he is being transferred to.

#### **ABSENTEE LIST**

42. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member suffering ill health or leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

#### **ELECTION OF MEMBERS**

43. A Person shall not be admitted as a member of the Club, other than as an Honorary Member or Temporary Member, unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at



the meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

44. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) 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 of a Junior Bowling member, the signature of the parent or guardian of the applicant;
  - (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 joining fee (if any) and the appropriate subscription;
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
45. (a) 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 sign the application and shall cause the application to be sent to the Secretary.
- (b) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 45(a) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
46. (a) 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.
- (b) 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.

- (c) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause the joining fee and first annual subscription to be forwarded or posted to such person.

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

47. Members' subscriptions shall be paid in advance either annually or if the Board so directs and approves: biennially (2 years); triennially (3 years); or for such number of years as provided for in the By-Laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
48. The entrance fees and subscriptions or payments by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
49. (a) In the case of a person elected to membership during the financial year to a class of membership liable to pay annual subscriptions, such member shall in respect of that financial year pay such subscription as the Board may determine being not less than Two Dollars (\$2.00).
- (b) A former member of the Club may, upon re-election, at the discretion of the Board, be relieved from payment of a second entrance fee.
50. Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscriptions, and/or any other fees and levies.
51. The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.
52. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the Secretary may cause the member's name to be removed from the register of members of the Club. Any person who has been removed from membership of the Club pursuant to this Rule 50 may reapply for membership in accordance with this Constitution.
53. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2) 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 section without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any section;
- (d) nominate or be elected or appointed to the Board or any committee of a section;
- (e) vote in the election of the Board or any committee of a section;

- (f) propose, second or nominate any eligible member for any office of the Club or any section;
  - (g) propose, second or nominate any eligible member for Life membership.
- 53A. The Secretary shall cause reasonable notice to be given in writing to each member of the due date for payment of the subscription referred to in Rules 47 to 53 inclusive.

### PATRONS

54. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members while they remain a Patron.

### ADDRESSES OF MEMBERS

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

### REGISTERS OF MEMBERS AND GUESTS

56. The Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. 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. This register shall set forth in respect of each of those members:
    - (i) the name in full or the surname and initials;
    - (ii) the address.
  - (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 35) which shall be kept in accordance with Section 31(1)(d) 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;
  - (ii) the address.
- (d) A register of persons of or over the age of eighteen (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. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials;
  - (ii) the address;
  - (iii) the date on which the entry of the guest's name in the register is made;
  - (iv) the signature of the member introducing the guest.

#### **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

57. If any member shall refuse or neglect to comply with the provisions of the Constitution of the Club or the By-laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Rule by notice in writing by a registered letter posted to his last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
  - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
  - (c) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
  - (d) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
  - (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
  - (f) Any member notified or any member proposed in accordance with Sub-Paragraph (a) to be notified, immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of Membership shall be advised to the member in writing.

58. (a) In addition to any powers under Section 77A of the Liquor Act, the Secretary or, subject to Rule 58(c) 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 this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorized employee or Officer of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises.
- (c) The persons who are entitled to exercise the powers set out in this Rule shall be:
- (i) In the absence of the Secretary from the premises of the Club, the senior employee than on duty; and
  - (ii) Any person authorised by the Secretary or the Board to exercise such powers.
- (d) The Secretary and any person exercising the powers referred to in this Rule may use such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.
- (e) Without limiting Rule 58(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 58(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (f) Without limiting Rule 58(b), if a person has been refused admission to or turned out of the Club pursuant to Rule 58(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

- 58A. Any member suspended pursuant to Rule 57 shall during the period of such suspension 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 section without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any section;
  - (d) nominate or be elected or appointed to the Board or any committee of a section;
  - (e) vote in the election of the Board or any committee of a section;
  - (f) propose, second or nominate any eligible member for any office of the Club or any section;
  - (g) propose, second or nominate any eligible member for Life membership.

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

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

#### **GUESTS**

60. (a) All members (other than 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 60(k).
- (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 particulars required by Rule 56(c).
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (d) No member shall introduce any person as a guest who:
- (i) has been expelled from the Club pursuant to Rule 57;
  - (ii) is then suspended pursuant to Rule 57; or
  - (iii) who is then refused admission to or being turned out of the Club pursuant to Rule 58.

- (e) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (l) For the purposes of Rule 60(k)(iii), "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
  - (i) a parent, step-parent or guardian of the minor;
  - (ii) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
  - (iii) a person who for the time being has parental responsibility for the minor.

### **BOARD OF DIRECTORS**

- 61. The Board shall consist of a President, Vice President and five (5) ordinary directors
- 62. (a) The Board shall be elected annually at the Annual General Meeting of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.

- (c) Subject to this Rule 62, only Full Bowling Members and Life Members who have been Full Bowling Members or Life Members of the Club for the preceding two (2) calendar years are eligible to stand for and be elected or appointed to the Board.
- (d) Subject to the provisions of the Registered Clubs Act, a member of the Board shall be not less than eighteen (18) years of age. (A person may become or be a member of the Board even if the person is of the above the age of 72 years).
- (e) A person holding office at another registered club shall not be eligible to hold office in this Club.
- (f) A member who is:
  - (i) an employee; or
  - (ii) currently under suspension in accordance with this Constitution;
  - (iii) not a Financial member (as defined in Rule 2)
 shall not eligible to stand for or be elected or appointed to the Board.

#### **NOMINATION AND ELECTION OF THE BOARD**

- 63. (a) (i) All nominations for the annual election must be lodged with the Secretary on or before the seventh (7) day prior to the Annual General Meeting or on or before such date as the Board shall determine in By-Law.
- (ii) Nominations for the annual election shall be called for by the Club no later than six (6) weeks prior to the date set for the Annual General Meeting or on such date as determined by the Board. Such call for nominations shall (minimum) be by way of notice on the Club's Notice Board.
- (b) Nominations for election to the Board shall be made in writing signed by two (2) Bowling Members or Life Members of the Club and signed by the nominee and shall state the offices for which the nominee is nominated. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club's Notice Board.
- (c) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of this Rule the order of seniority of office shall be:
  - (i) President
  - (ii) Vice Present
  - (iii) Director



64. (a) (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
- (ii) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with Sub-Paragraph (b).
- (b) (i) (a) If the number of candidates shall exceed the number required to be elected, a ballot shall be taken as provided for by this Constitution.
- (b) Matters pertaining to elections at the Club not covered by this Constitution shall be as regulated from time to time by By-Law.
- (c) (i) The ballot shall be conducted and/or counted by:
- (a) A Returning Officer and at least two (2) scrutineers appointed by the Board; or
- (b) The State Electoral Commissioner.
- (ii) A candidate for any position shall not be appointed as Returning Officer or as Scrutineer.
- (iii) The ballot shall be taken each year on the day prior to the Annual General Meeting at 2.00PM, or such date and time as determined by the Board, at the place appointed for the holding of said meeting.
- (iv) The voting paper shall contain the names of all duly nominated candidates for respective positions of Office. Each candidate's name, as it appears on the ballot paper, shall clearly identify the candidate, and where necessary shall be the candidate's 'common name'. The names will be listed in the order they are drawn out of a container by the Returning Officer.
- (v) The voting paper shall be available to all members entitled to vote for not less than four (4) days before the date fixed for the taking of the ballot. Each voting paper shall be signed for by the recipient.
- (vi) The "First Past The Post" system shall be used to count votes.
- (vii) In any case of doubt as to the formality or otherwise of a ballot paper, the same shall be referred to the Returning Officer whose decision shall be final.
- (viii) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the chairman of the Meeting) shall draw lots between the candidates having a equality of votes so as to ensure the election of the necessary number to fill the vacancies.

- (ix) The Board, may at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineer set out in this Rule 64.
65. The State Electoral Commissioner (or an officer within the meeting of the Public Sector Management Act 1988 authorised in writing by the Electoral Commissioner) shall conduct an election of the Board of the Club if:
- (a) (i) An application is made in writing to the Director of Liquor and Gaming by a Full Member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of Full Members of the Club so entitled to vote, whichever is the less, and showing the names in full or the surnames and initials of the given names of the signatories; and
  - (ii) Notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
  - (b) An order is made by the Licensing Court as part of its determination in a matter of complaint against the Club; or
  - (c) (i) On application by the Club to the Electoral Commissioner; and
  - (ii) Written notification of the fact is sent at the same time to the Principal Registrar of Liquor and Gaming.

#### POWERS OF THE BOARD

66. The Board shall be responsible for the management of the business and affairs of the Club.
67. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in General Meeting provided that so such regulation shall invalidate any prior act the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such other members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the committee shall have a second and casting vote.

The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings

of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

- (b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comport and well being of the members of the Club and to amend or rescind from time to time an such By-Laws and without limiting the generality thereof particularly for:
  - (i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law;
  - (ii) The general management control and trading activities of the Club;
  - (iii) The control and management of the Club premises;
  - (iv) The management and control of play and dress on the greens;
  - (v) The upkeep and control of the greens;
  - (vi) The control and management of all competitions;
  - (vii) The conduct 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 Club privileges or any of them or otherwise as the Board thinks fit.
- (c) To enforce the observance of all Rules by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfillment of any Contract or engagement entered into the Club by mortgaging or charging all or any property of the Club as may be thought fit.
- (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts. due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf Contracts receipts acceptances cheques bill of exchange promissory notes and other documents of instruments.

- (h) 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 from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such a manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any securities may be issued with any special rights and privileges which the Board may think proper on the holders.
- (j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and Section 41J of the Registered Clubs Act and Regulations.
- (k)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
  - (ii) 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 think from time to time 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.
- (l) To fix maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (m)
  - (i) To create sections and committee for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such section and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such section or any of them from time to time to prepare or approve committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this Sub-Paragraph (m), to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
  - (iii) the Board may empower each such section 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.

- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board ( or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided by this Constitution, any rules or By-Laws of each such section may be amended from time to time by a majority of the members for the being of such section 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 section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by this section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with recommendation as to further action (if any) to be taken by the Board.

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

68. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club's Notice Board.

#### **PROCEEDINGS OF THE BOARD**

69. (a) 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 and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Board provided for that purpose.
- (b) The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Vice-President shall act as chairman. If the Vice-President is not present or is unwilling or unable to act then the Board members present shall elect their own chairman.
- (c) The quorum for meeting of the Board shall be four (4) members personally present.
70. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
71. Every member of the Board shall, in each instance, have one (1) vote. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the members of the Board present and voting and shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
72. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member of members may act for the purpose of

increasing the number of members of the Board to at least the number required for a quorum or of summoning a General Meeting of the Club, but for no other reason.

73. 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 member of the Board or any of them were disqualified, be as valid if every such person had been duly appointed and was qualified to be a member of the Board.
74. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
75. (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(a).
- (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 or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the 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 any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.
76. Rule 75 does not limit the provisions of the Registered Clubs Act referred to in that Rule.

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

77. (a) 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:
- (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the meeting.
- (b) The Board may pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 77(a).

### **CONTRACTS WITH DIRECTORS**

78. (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 Rule 78(a) does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 75, Rule 77(a) and Rule 78(a) 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 director’s 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**

79. Subject to Rule 80, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
  - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
  - (c) 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).
80. Rule 79 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
  - (b) otherwise permitted by the Registered Clubs Act.
81. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee of the Club that has not been repaid to the Club) is \$10,000 or less, and
  - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee’s Contract of employment with the Club.

### VACANCIES ON BOARD

82. Subject to the provisions of this Constitution the members in General Meeting may, by Ordinary Resolution of which due notice has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by Ordinary Resolution appoint another person or persons in his or their stead. Any person so appointed would hold office during such time only as the person whose place he is appointed would have held the same if he had not been so removed.
83. The Office held by a Director of the Club shall be vacated:
- (a) If he becomes insolvent under administration or is convicted of a felony or misdemeanour or indictment.
  - (b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
  - (d) If by notice in writing given to the Secretary he resigns his office.
  - (e) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
  - (f) If he fails to declare the nature of his interest in a Contract or office or property as provided by the Act.
  - (g) If he ceases to be a member of the Club.
  - (h) If he transfers to a class of membership that would disqualify him from being eligible for appointment of his own office under the provisions of this Constitution following the change of membership class.
  - (i) If he becomes an employee of the Club.
84. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for re-election.

### GENERAL MEETINGS

85. (a) A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- (b) All meetings of the general body of members other than Annual General Meetings shall be called General Meetings.
86. The Board may whenever it thinks fit convene a General Meeting of the Club.



87. (a) The Board shall convene a General Meeting on the request of not less than five percent (5%) or one hundred of the members of the Club (whichever is the lesser) whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
- (e) If the Board do not give notice of a General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Board.
- (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
88. At least twenty-one (21) clear days notice specifying the place, day, hour and business of a General Meeting shall be given in the manner hereafter provided to all members entitled to attend and vote at General Meetings of the Club, but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member who is entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings at the meeting invalid.
89. Notice, in writing, of any resolution or special business must be given to the Secretary and shall be considered at the first General Meeting held at least two (2) months after receipt of the notice. If a General Meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

## PROCEEDINGS AT GENERAL MEETINGS

90. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
  - (b) To receive and consider the reports of the Board;
  - (c) To receive and consider the Profit and Loss Account, the Balance Sheet and the Auditor's Report;
  - (d) To elect the Board in accordance with this Constitution;
  - (e) To elect a Patron or Patrons and other officials of the Club;
  - (f) To appoint and Auditor (if an Auditor is required due to resignation or dismissal);
  - (g) To approve honoraria or other extraordinary benefits (if any);
  - (h) To deal with any valid business of which due notice has been given;
  - (i) General business as provided for by this Constitution or as approved by the chairman.
  - (j) Such business which under this Constitution ought to be transacted at an Annual General Meeting.
91. The chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
92. If the Club's Auditor or representative is at the Annual General Meeting, the chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
93. Members shall be required to give at least seven (7) days written notice prior to the Annual General Meeting of any questions relating to the Financial Accounts of the Club which require additional information not shown in the Annual Report.
94. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. At all General Meetings the quorum shall be not less than thirty (30) members present and entitled to vote.
95. If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote (being more than two (2) shall be a quorum and may transact the business for which the meeting was called.

96. The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice-President shall take the chair provided that if the Vice-President is not present or is unwilling or unable to act then the members of the Board present shall elect a member of the Board to be chairman or in the absence of a member of the Board the members present shall elect one of their number to be chairman of the meeting.
97. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by members) and in the case of an equality of votes whether a show of hands or on a poll the chairman of the meeting shall have a second or casting vote.
- (b) A poll may be demanded by:
- (i) the chairman; or
- (ii) at least five (5) members present and entitled to vote.
- (c) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (d) A demand for a poll may be withdrawn.
- (e) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
98. At any General Meeting (unless a poll is demanded) a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
99. (a) The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (c) It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.
100. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

## ACCOUNTS

101. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
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.
104. 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:
  - (i) the financial report of the Club;
  - (ii) the directors' report; and
  - (iii) the auditors' report on the financial report.

## FINANCIAL YEAR

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

## AUDITOR

106. (a) A properly qualified Auditor or Auditors shall be appointed at a General Meeting by a seventy-five (75%) majority of members attending in person and entitled to vote.
  - (b) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.
  - (c) If an Auditor is not appointed by the members at a duly convened General Meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
  - (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.
  - (e) An Auditor shall only be appointed when a vacancy exists in the position of Auditor.
107. Notice of every General Meeting shall be given in the manner provided for by this Constitution to the Auditor for the time being of Company.

### SECRETARY

108. At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board.
109. Deleted.

### NOTICES

110. 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.
111. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
112. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.
113. Notice of every General Meeting shall be given in the manner provided for by this Constitution to the Auditor for the time being of the Company.

### INDEMNITY OF OFFICERS

114. Every Officer of the Club (as defined in the Act) shall be indemnified out of the property of the Club against liability incurred by him in his capacity as Officer in defending proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with an application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

### GENERAL

115. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
116. (a) The Constitution may be altered or amended at a General Meeting by Special Resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five percent (75%) of members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
117. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

**Section 2:**

**MEMORANDUM OF ASSOCIATION**

**of**

**WINDANG BOWLS CLUB LIMITED**

1. (a) The name of the Company (hereinafter called "the Club") is WINDANG BOWLS CLUB LIMITED.
- (b) The registered office of the Club shall be situated in Judbooley Parade, Windang, New South Wales.

**OBJECTS OF THE CLUB**

2. The objects of the Club are:
  - (a) To encourage, foster and promote the game of bowls and such other sports, games and pastimes, indoor and outdoor, as the Club may deem expedient, and to encourage social intercourse between the members thereof.
  - (b) To acquire, construct, carry on, provide, furnish, maintain and conduct for the accommodation, recreation, use entertainment and benefit of members of the Club and their friends a Club House, Bowling Greens and other recreational or playing areas or facilities, together with all the usual goods, services, amenities and conveniences usually associated therewith and generally to afford to members and their friends all of any of the privileges, conveniences and accommodation of a Bowls Club.
  - (c) To promote and maintain a feeling of mutual help and friendship amongst the members of the Club, and to do any act or thing which the Board of Directors may consider conducive to the interests and general well being of the members.
  - (d) To promote, conduct and carry out any sports tournaments, entertainments or amusements or to co-operate with any body or persons, corporate or incorporate in promoting conducting or carrying out the same, and to provide trophies and prizes in connection therewith.
  - (e) To seek, obtain, acquire and hold any rights, licenses, concessions, privileges, official powers or other authorities for the purpose of enabling the Club to carry any of its objects into effect, to provide any services to its members or for effecting any modification to the Club's Constitution or for any other purpose which may seem expedient and to oppose any proceedings, applications or acts of any kind which may seem calculated directly or indirectly to prejudice the interests or property of the Club.
  - (f) To provide for members and member's guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other

refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.

- (g) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Windang Bowling & Recreation Club and to assume and carry on the functions and objects of such association or club.

3. In furtherance of the objects of the Club:

- (a) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus, provisions, foodstuffs, confectionery, liquors, drinks, tobacco, cigarettes, commodities and things of all kinds which the Board of Directors may consider necessary to meet the needs of the members or persons frequenting the Club House of the Club.
- (b) To raise money from members of the Club in pursuance or by means of debentures, entrance fees, subscriptions, green fees, fines or agreements (by levies or otherwise) with a view to providing funds for all or any of the purposes of the Club.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary or convenient for the purposes of the Club and to give mortgages or other charges or securities to secure the payment of the whole or part of or the purchase money or any property acquired by the Club.
- (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (e) To sell, lease, mortgage, change, exchange or dispose of, turn to account or otherwise deal with assets, property or rights of the Club or any part thereof for such consideration as the Club may think fit including for cash or debentures or securities of any kind subject to the requirements of the Liquor Act and Section 41J of the Registered Clubs Act.
- (f) To lend money either with or without security and to receive money on loan or deposit at interest or otherwise and to invest the moneys of the Club not immediately required in such manner as from time to time may be determined and vary, sell or dispose of all such investments.
- (g) To give any guarantee or enter into any bond or give any indemnity.
- (h) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading, warrants debentures and other negotiable instruments and all deeds instruments or documents necessary for carrying out all or any of the objects of the Club.
- (i) To borrow or raise or secure the payments of money in such manner as the Club shall think fit and in particular by the issue of debentures or upon bonds or mortgages charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (j) To expend money in any way which the Club may think fit with a view to improving the value of any business or property of the Club and to make donations to such persons and in such cases as the Club may think expedient.

- (k) To do all such other things as the Club may think incidental or conducive to the attainment of the above mentioned objects or any of them this general statement of objects being deemed as enabling and not in any way as restrictive of the foregoing object.

#### **AFFILIATION WITH BOWLING ASSOCIATIONS**

4. The Club may affiliate with the Royal NSW and/or any other Bowling Association and delegates and representatives to either or any of these bodies may be elected by the Board of Directors and in case of removal, death or resignation or refusal to act, or on any such delegate or representative ceasing to be a member of the Club, any vacancy or representative may be filled by the Board of Directors.

#### **INCOME PROPERTY AND DISSOLUTION**

5. (a) 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 Memorandum. 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.
- (b) 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.
- (c) Subject to paragraph (d) of this clause nothing in this Memorandum shall prevent the payment:
- (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
  - (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (iii) 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;
  - (iv) of reasonable and proper rent for premises demised or let by any member to the Club.
- (d) A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
- (i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act;
  - (ii) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.
6. (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) of this Rule 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.

7. The liability of the members is limited.
8. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and the costs, charges and expenses of winding up of the Club and for the adjustment of the rights of the contributories amongst themselves such as may be required not exceeding Ten Dollars (\$10.00).
9. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with Articles or Regulations of the Club same shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute Association or Body of Accountants.