

CORPORATIONS ACT 2001

CONSTITUTION

of the

MEREWETHER BOWLING CLUB LIMITED

Founded 1952

(Trading as Merewether On The Green)

Incorporated on and from 7th September 1972

A Company limited by Guarantee and not having a Share Capital

ABN 86 001 040 062

July 2017

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NAME

1. The name of the company (hereafter called the Club) is **Merewether Bowling Club Limited** (trading as Merewether On The Green)

DEFINITIONS

2. Unless the context or subject matter otherwise requires :

'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.

'the Board' means the governing body responsible for the management and affairs of the Club and consisting of the Directors.

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

'committee' means Club members and others instituted and charged with managing, investigating and reporting on matters referred to it by the Board.

'Constitution' means this Constitution of the Club as from time to time amended and in force for the time being.

'Director' means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

'financial member' means any Ordinary Member who has paid all money payable by them to the Club by the due date for payment thereof and any Life Member.

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

'General Meeting' means the Annual or any General Meeting of the Club.

'in writing' and **'written'** shall unless the contrary intension appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

'member' means a person who is a Full Member, an Honorary Member, a Temporary Member or a Provisional Member of the Club.

'month' means a calendar month.

'the Office' means the registered office for the time being of the Club.

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‘officer’ includes any member of the Board or other person who is concerned or takes part in the management of the Club but does not include the Auditor.

‘Ordinary Member’ means a member of the Club other than an Honorary Member, Temporary Member or Provisional Member of the Club.

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

‘Returning Officer’ means any person appointed by the Board for the purpose of conducting an election or ballot and includes the Electoral Commissioner for New South Wales.

‘seal’ means the seal of the Club.

‘Secretary’ includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer elected by the Club or appointed by the Board who shall act as and carry out the duties of Secretary of the Club in accordance with the Act and this Constitution.

‘Special Resolution’ means a special resolution defined in the Act and at the date of adoption of this Constitution, defined in the Act as being a resolution of which twenty-one days notice has been given to members stating that the resolution is intended to be passed as a Special Resolution and is supported by at least three-quarters of the votes cast by members entitled to vote. A Special Resolution cannot be amended from the floor of a meeting or divided into two or more separate resolutions.

INTERPRETATION

3. This Constitution is subject to the Act and the Registered Clubs Act. To the extent that any of the provisions in this Constitution are inconsistent with these Acts and might prevent the Club being registered under these Acts, those provisions will be inoperative and have no effect.
4. A decision of the Board on the construction or interpretation of this Constitution, or on any Resolution of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction being varied or revised by members of the Club in a General Meeting or revised by a court of competent jurisdiction. If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.
5. The ‘replaceable rules’ contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. (a) Unless the context or subject matter otherwise requires :
 - (i) words indicating any gender include the other genders. That is, this Constitution is to be interpreted as being gender neutral.
 - (ii) words indicating the singular include the plural and vice versa; and
 - (iii) words importing persons include corporations
- (b) Headings and the index are included for convenience only and do not form part of this Constitution.

REQUIREMENTS OF THE REGISTERED CLUBS ACT

7. The Club is established solely for the objects set out in this Constitution.
8.
 - (a) The Club is a non-proprietary Club.
 - (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee of the Club, is not entitled, under this 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.
 - (c) Subject to the provisions of 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under this Constitution 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 2 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.
 - (d) The Secretary, or an employee, or a member of the Board or of any committee of the Club is not 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.
9.
 - (a) 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 and must declare any gift or remuneration as prescribed in Section 41F of the Registered Clubs Act.
 - (b) Any profits or other income of the Club must be applied only to the promotion of the Objects of the Club and shall not be paid to or distributed among the members of the Club.
10.
 - (a) Liquor must not be sold, supplied, obtained or disposed of on the premises of the Club to any person who is not a member of the Club except:
 - (i) on the invitation and in the company of a member of the Club, or
 - (ii) if the person is attending a function in respect of which a club functions authorization under Section 23 of the Registered Clubs Act is in force.
 - (b) Liquor must not be sold, supplied, obtained on behalf of, 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 must not use or operate poker machines or any other forms of gaming devices on the premises of the Club or be in any poker machine area of the Club.
11. Voting by proxy is not permitted:
 - (a) At any election of the Board.
 - (b) At any meeting of the Board or of a committee of the Club.
 - (c) At any General Meeting

OBJECTS OF THE CLUB

12. The Objects for which the Club is established are:

- (a) To provide for members and for member's guests a bowling, sporting and social club with the usual and best possible standard of facilities of a club including liquid and other refreshments and provision for bowls and sports activities and social amenities having regard to promoting the health and safety of Club members and guests and to the public interest in its operations.
- (b) To provide bowling greens and grounds at or near Merewether in the State of New South Wales for the social and competitive playing of the game of bowls and to lay out, prepare, construct and maintain such greens and grounds for bowls and other purposes of the Club and to provide, construct, alter and maintain clubhouses, pavilions and other conveniences in connection therewith.
- (c) To conduct, encourage, promote, advance, administer and control the game of bowls and such other sports, games, amusements, entertainments and pastimes, indoor and outdoor, as the Club shall deem expedient.
- (d) To hold or arrange bowls and other matches, competitions and tournaments and such other activities as from time to time are deemed appropriate to provide good fellowship between members of the Club and to provide or contribute towards the provision of prizes, trophies, awards and distinctions provided that no member of the Club shall receive any prize, trophy, award or distinction except as a successful competitor at any match.
- (e) That the Board, in its discretion of the Club's affairs, ensures that the game of bowls will never become an activity secondary to any other.
- (f) To control the funds and other assets and the liabilities of the Merewether Bowling Club Limited.
- (g) To subscribe to, become a member of and cooperate with any other club, association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that no subscription be paid to any other such club, association or organization out of the funds of the Club except bona fide in furtherance of the Objects of the Club and provided the Club shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.
- (h) To raise funds by entrance fee, subscription, sponsorship, grant, donation or other method approved by the Board from time to time in addition to annual membership fees for the operation of the Club; to grant rights and privileges; to make, rescind, annul, alter or vary rules and regulations including admission to, duration of and suspension or termination of membership; and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.

- (i) In furtherance of the Objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's grounds or premises.
- (j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects of the Club and provided that in case the Club shall take or hold any property which may be subject to any trusts shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (k) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects of the Club and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- (l) To appoint, employ, remove or suspend such managers, secretaries, employees, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (m) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Club, or in or about the Club or promotion of the Club or in the furtherance of its Objects.
- (n) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.
- (o) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (p) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (q) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property(both present and future) and to purchase, redeem or pay off any such securities.

- (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (s) In furtherance of the Objects of the Club to sell, improve, manage, develop, exchange, lease dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (t) To take or hold mortgages, liens and charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (u) To publish in print or electronic form any documents or other information that the Club may think desirable for the promotion of its Objects.
- (v) In furtherance of the Objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects all together or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (w) In furtherance of the Objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorized to amalgamate.
- (x) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property, present or future, of the Club
- (y) To make donations for patriotic, charitable or community purposes.
- (z) To undertake and do all such things or activities which are necessary or incidental or conducive to the advancement of these Objects of the Club.

13. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the Objects of the Club as set out in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to or among the persons who at any time are or have been members of the Club, or to any of them, or to any person or organization claiming under or through any of them. Provided that nothing herein shall prevent the payment, in good faith, of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration to any officers or employees of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that the Club shall not lend money to any of its employees or members. Provided further that nothing in this Rule is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

WINDING UP

14. The liability of the members of the Club is limited.
15. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that they are a member, or within one year thereafter, for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding Two Dollars.
16. If upon the winding up or de-registration of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions which is or that are carried on predominately for the encouragement of a game or sport and which has or have objects similar to the Objects of the Club, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution. The institution or institutions shall be determined by the members of the Club at or the time of de-registration or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter , and if and so far as effect cannot be given to the aforesaid provision, then that property shall be given to some charitable object.

MEMBERSHIP

17. Only members of the Club and their guests as prescribed by the Registered Clubs Act and other persons as prescribed by this Constitution as being eligible shall have the right to enter the premises of the Club.
18. A person must not be admitted to membership of the Club except as an Ordinary Member, Provisional Member, Life Member, Honorary Member or Temporary Member.
19. The membership of the Club must consist of or include not less than such Ordinary Members as prescribed by the Registered Clubs Act.
20. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership except Junior membership.
21. All classes of membership are open to all genders.
22. The classes of Ordinary membership are :
 - (a) Bowling Members
 - (b) Junior Members
 - (c) Social Members

23. The persons whose names at the date of the Special Resolution amending this Constitution are entered in the Register of Members of the Club and other persons as the Board admits to membership in accordance with this Constitution are members of the Club.

ORDINARY MEMBERSHIP

24. The requirements for election to the following classes of Ordinary membership are:

(a) Bowling Members:

- (i) Bowling Members are those persons who have attained the age of 18 years and have made application for and been elected to Bowling membership;
- (ii) an applicant for Bowling membership must be, or agree to be, actively involved in the game of bowls or the administration of bowls; and
- (iii) only financial Bowling Members may compete in Club championships.

(b) Junior Members:

- (i) Junior Members are those persons who have not attained the age of 18 years but who have attained any minimum age specified in the Club's Regulations and have made application for and been elected to Junior membership.
- (ii) an applicant for Junior membership must satisfy the Board that they have an interest in taking part on a regular basis in bowling or other sporting activities organized by the Club. The Board must receive written consent from the applicant's parent or guardian to that person becoming a Junior Member and taking part in bowling or other sporting activities of the Club. The applicant must, in the opinion of the Board, be suitable to be elected to Junior membership.
- (iii) It is a condition of election to Junior membership of the Club that a Junior Member becomes proficient within six months of election to membership to take part in organized Club competitions. If the person does not satisfy the Board of their proficiency within six months of becoming a member their membership may be revoked by the Board.
- (iv) upon attaining the age of 18 years, Junior members may make application to transfer to another class of Ordinary membership. If the person has not been duly transferred within six months after attaining the age of 18 years, they shall cease to be a member of the Club; and
- (v) only financial Junior Members may compete in Club championships.

(c) Social Members:

- (i) Social Members are persons who have attained the age of 18 years and have made application for and been elected to Social membership; and **8.**

- (ii) Social Members are entitled to use the facilities of the Club but are not entitled to participate in any game of bowls organized or conducted by the Club.

LIFE MEMBERSHIP

- 25. (a) Any Ordinary Member who has rendered outstanding service to the Club or for any other special reason may be elected to Life membership following the submission by the Board to a General Meeting of an appropriate Special Resolution which has been previously proposed by one and seconded by another Bowling Member or Life Member of the Club and which has been approved by the Board.
- (b) Not more than two Ordinary Members may be elected as Life Members in any one financial year.
- (c) A Life Member shall be entitled to full Club membership in all respects without the payment of the annual subscription, levies or charges.
- (d) A Junior Member shall not be entitled to be elected as a Life Member.

HONORARY MEMBERSHIP

- 26. The following persons only may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) The Patron or Patrons for the time being of the Club.
 - (b) Any prominent citizen or local dignitary.
- 27. (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees, subscriptions and levies.
- (b) Honorary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Honorary Members are not entitled to vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.

TEMPORARY MEMBERSHIP

- 28. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) A person whose ordinary place of residence is in New South Wales and is outside a radius of 5 Kilometers from the Club's premises or such other distance as may be determined from time to time by the Board by Regulation pursuant to this

Constitution or prescribed by the Registered Clubs Act.

- (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 similar objects to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of another registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member, but not a Junior Member, 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 the person so attends the premises of the Club until the end of that day.
 - (d) An interstate or overseas visitor.
- 29.
- (a) Temporary Members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as determined by the Board from time to time.
 - (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Temporary Members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (c) The Secretary, or in the Secretary's absence, the senior employee of the Club then on duty may terminate the membership of any Temporary Member at any time without notice and without being required to give reason.
 - (d) A person under the age of 18 years shall not be admitted as a Temporary Member other than pursuant to Rule 28(c).
 - (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 28(c) first enters the Club's premises on any day, the particulars of that person as required under Rule 47(c) must be entered in the Club's Register of Temporary Members.

PROVISIONAL MEMBERSHIP

- 30.
- (a) A person may be admitted to Provisional membership of the Club pending the decision of the Board in relation to their application for Ordinary membership. The requirements for admission to Provisional membership are :
 - (i) the person has applied for a class of Ordinary membership on the Club's application form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
 - (b) Should a person who is admitted as a Provisional Member not be elected to Ordinary membership of the Club within six weeks from the date of depositing the application form at the Office or should the person's application for membership be rejected (whichever is the earlier), that person shall cease to be a Provisional Member. The Board may reject any application for Provisional membership without assigning any reason for such rejection. The Secretary shall as soon as practicable return to the rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.

- (c) If the Board approves the application for membership, that person shall cease to be a Provisional Member and from the date of approval the person shall be admitted to the Class of Ordinary membership applied for.
- (d) Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time. Provisional Members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

RIGHTS OF MEMBERS

- 31. A Life Member shall have all the entitlements , rights and privileges of a Bowling Member.
- 32. (a) Except for Junior Members, financial members in the classes of Life and Bowling Membership are entitled:
 - (i) to attend and to vote on all matters at General Meetings;
 - (ii) to be nominated for or elected to the Board and for any office of the Club and to nominate Club members for such office; and
 - (iii) to attend and to vote at the election of the Board.
- (b) Financial Social Members are entitled to vote only on those matters on which under this Constitution, the Act or the Registered Clubs Act those members must be entitled to attend and to vote but otherwise are not entitled to attend or take part in any debate, discussion or meeting or vote at any meeting of the Club except on the invitation of the Board, or stand for office on the Board or nominate Club members for such office.
- (c) Junior Members shall be entitled to those privileges as the Board may determine from time to time but shall not be entitled to attend or take part in any debate, discussion or meeting of the Club, except upon the invitation of the Board, to vote at the election of the Board or at any General Meeting, to be nominated for or elected to the Board or any office of the Club or nominate or second Club members for such office, or participate in or have any part in the management or business affairs of the Club in any way, to nominate or second persons for membership or to introduce guests to the Club or to be elected as a Life Member.
- 33. Each member who is entitled to attend and vote at any meeting of the Club or of the Board or any committee of the Club has one vote, but shall not vote by proxy and shall not attend or vote as the proxy of another person.
- 34. (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by Regulation or otherwise.
- (b) Without limiting the general powers of the Board conferred in paragraph (a) of this Rule, all members hereby acknowledge and accept that the Board has power from time to time to organize and enforce the exclusion from Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
 - (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time);or
 - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board from time to time).

ELECTION OF MEMBERS

35. A person shall not be admitted as a member to the Club, other than an Honorary Member, Temporary Member or Provisional Member, unless the person is elected to membership at a duly convened meeting of the Board, the names of the Directors present and voting at that meeting being recorded by the Secretary.
36. Every candidate for membership of the Club shall submit and sign an approved Club application form.
37. (a) An application form must be completed in respect of each application for membership and signed by the applicant.
- (b) The application form shall contain such particulars as are from time to time and prescribed by the Board. The application form shall as a minimum include the full name of the applicant and address within the State of New South Wales for the issue of notices and a statement that the applicant, if admitted, will be bound by the Constitution of the Club and the Regulations from time to time in force.
- (c) The appropriate entrance fee (if any) and subscription shall be lodged with the application form.
- (d) the application form shall be deposited at the Office and dealt with as prescribed by the Registered Clubs Act.
- (e) The Board may reject an application for membership without assigning any reason for such rejection. The Secretary shall as soon as practicable return to the rejected candidate the amount of entrance fee (if any) and subscription lodged with the application .
- (f) The Board may appoint a committee to exercise the powers of the Board in relation to the election of members.
- (g) The Board has the power to make Regulations regulating all matters in connection with the election of a member not otherwise provided by this Constitution.
38. When a person has been elected to membership, the Secretary shall enter that person's name and details in the Club's Register of Members. The member so elected is deemed to have agreed to be bound by this Constitution and the Regulations from time to time in force.

TRANSFER OF MEMBERSHIP

39. (a) The Board may, at its discretion, on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership. The Board may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place. 12.

- (b) The Board may appoint a committee to exercise the powers of the Board in relation to the transfer of membership.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

40. The entrance fees, subscriptions, levies, charges and any other amounts payable by members of the Club shall in each case be such amounts as the Board may from time to time determine pursuant to Rule 82(j) of this Constitution provided that the annual subscription shall be not less than Two Dollars or such minimum amount provided from time to time by the Registered Clubs Act.
41. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases and has discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
42. Membership subscriptions shall be paid annually in advance. 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. The Board may at its absolute discretion exempt from the payment of any arrears of subscriptions or levies the estate of any deceased member.
43. (a) if a subscription or any other money or part thereof due to the Club has not been paid on or before the due date for payment the member ceases to be a financial member of the Club.
- (b) if the member pays the subscription or any other money within one month after the due date for payment, the member will again be a financial member.
- (c) if a subscription or any other money or part thereof due to the Club is not paid within one month from the date upon which it shall fall due for payment pursuant to this Constitution, the member shall be debarred from all privileges of membership and shall cease to be a member of the Club. The Secretary shall remove such person's name from the Register of Members.
- (d) Upon written application from a member whose name has been removed from the Register of Members under the provisions of paragraph (c) of this Rule the Board may re-admit that member under provisions as it may prescribe.
- (e) Any person elected during the last six 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 shall be not less than Two Dollars or such other minimum amount provided from time to time by the Registered Clubs Act.
- (f) Upon payment of the annual subscription each member shall be issued with a membership card or other form of Club identification showing the member's name and the date to which the member is financial.
- (g) Subject to the provisions of the Anti Discrimination Act and at the absolute discretion of the Board, a member may in relation to their age or other circumstances be granted special privileges and discounts on their subscription and/or any other charges or levies due to the Club.

44. The Board has power to make charges and levies on Ordinary Members for general or special purposes.

ABSENTEE LIST

45. The Board may make special arrangements not inconsistent with the Registered Cubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside New South Wales. The member shall be placed on an Absentee List. For the purpose of this Rule 45, the Australian Capital Territory is deemed to be within New South Wales.

PATRON

46. (a) The members in General Meeting may appoint a Patron or Patrons of the Club from time to time upon a recommendation made by the Board to the meeting. Any Patron so appointed may by the same procedure be removed as a Patron of the Club.
- (b) A Patron must be a prominent person in the community or sporting fraternity who has a demonstrated commitment to the Objects of the Club.
- (c) A Patron who is not a member of the Club shall be deemed to be an Honorary Member while they remain a Patron. If a new Patron is already a Full Member of the Club they shall additionally also be entitled to exercise all the privileges and advantages of Honorary membership.

REGISTER OF MEMBERS AND GUESTS

47. The Club shall keep the following registers:
- (a) A Register of persons who are Full Members of the Club. This Register shall as a minimum set out the name in full and the address of each Full Member and, if the member is a Ordinary Member, the date on which that member last paid the annual subscription for membership of the Club.
- (b) A Register of persons who are Honorary Members. This Register shall set out the name in full or the surname and initials and the residential address of each Honorary Member, the date on which Honorary membership was conferred and the date, if any, on which Honorary membership is to cease.
- (c) A Register of persons who are Temporary Members other than Temporary Members referred to in Rule 28(c). The Register shall set out the name if full or the surname and initials, residential address and signature of each Temporary Member and where that member has been admitted to membership for a limited period, the dates on which the period commences and ends.
- (d) A Register of persons of or above the age of 18 years who enter the Club's premises as the guest of a member. This Register shall set out the name in full or the surname and initials of the guest, the residential address of the guest, the date of that day, the signature of the guest and the signature and Club number of the member.
- (e) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently re-enters the Club's premises on that day as a guest of that member.

ADDRESSES OF MEMBERS

48. A member shall advise the Secretary of any change in their address.

DISCIPLINARY PROCEEDINGS

49. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has the power to suspend any person's membership and immediately remove or cause to be removed from the premises of the Club any Club member or any guest of a member:
- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iii) who has allegedly engaged or used any part of the premises for an unlawful purpose, including for the purposes of prostitution or the hawking, peddling or sale of goods; or
 - (iv) who uses or has in their possession while on the premises of the Club any substance that the Secretary or the senior employee suspects as being a prohibited drug or prohibited plant; or
 - (v) who has allegedly breached, failed or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any authorized committee; or
 - (vi) who has acted in a manner unbecoming of a member or guest, or prejudicial to the Objects of the Club; or
 - (vii) who has brought the Club, themselves, any other member or the game of bowls into disrepute.
- (b) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) of this Rule must make a written report to the Board within seven days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to Paragraph (a) of this Rule shall continue until further notice is given to the member Pursuant to Rule 50(b)(i).
- (d) All complaints by members shall be made in writing, signed and submitted either to the President or Secretary who shall submit each complaint to the first ensuing meeting of the Board. The decision of the Board shall be final.
50. (a) The Board at its absolute discretion has the power by resolution to caution, reprimand, suspend from any or all privileges of membership for such period as it considers fit with or without conditions, expel or accept the resignation of any member and to remove the person's name from the Register of Members if, in its opinion, that member:
- (i) has willfully refused or neglected to comply with a provision of this Constitution or of the Regulations; or
 - (ii) has been guilty or is guilty of any act, conduct or omission which the Board considers is unbecoming of a member or prejudicial to the Objects of the Club or detrimental to its members; or
 - (iii) is guilty of any conduct which renders the member unfit for membership.

- (b) The Board shall comply with the following procedure when exercising its powers under paragraph (a) of this Rule:
- (i) any charge against a member must be notified in writing to the member at least seven clear days before a meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty. The Board may also give notice of the meeting to any other person or persons whose presence may be desired by it;
 - (ii) the member charged is entitled to attend the meeting for the purpose of answering the charge, to call witnesses in their defence and have an advocate and/or support person or may answer the charge in writing.
 - (iii) if the member fails to attend the meeting without reasonable excuse, the Board may hear the charge and, on the evidence presented and after all information has been verified, must make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged;
 - (iv) once a decision of the issue of guilt has been made, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty;
 - (v) if having attended the meeting, the member charged must be given a further opportunity at the meeting or at an adjournment to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty;
 - (vi) a member may give notice of intention of lodging an appeal against a decision by the Board but any such notice of appeal must be in writing and received by the Board within seven days of the member being advised or receiving notice of the Board's decision. The Board shall hear any appeal within fourteen days of receiving notice from the member. The member charged is entitled to attend the appeal and to call or recall witnesses or appeal in writing.
 - (vii) no resolution by the Board to caution, reprimand, fine, suspend with or without terms or conditions or expel a member is deemed to be passed unless a majority of the Directors present at the meeting vote in favour of that resolution. The vote shall be by secret ballot. No advice of a decision shall be made public by the Board until after a member has had the opportunity to lodge an appeal and the appeal has been heard and finalized; and
 - (viii) after making its decision at the meeting or any adjournment thereof or after any appeal is final, the Board is not required to assign any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to paragraph (b)(i) of this Rule, the Board has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to the member.
- (d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee or an appeals committee appointed by the Board and comprising not less than three Directors. A quorum of the disciplinary committee or the appeals committee is three Directors.

- (e) Any member upon whom a fine has been imposed shall not be permitted to enjoy the privileges of the Club until such fine has been paid.
- (f) Any member who is suspended under this Rule 50 shall not be admitted as a Temporary Member or as a guest of a member during the period of suspension, subject to any terms and conditions of such suspension, but still remains liable for all fees and payments as they fall due.
- (g) Any person who has been expelled or from whom the Board has accepted a resignation of membership from the Club in accordance with this Rule 50 shall cease to be a member of the Club, shall henceforth have no rights or interest in assets or property of the Club, shall forfeit all subscriptions previously paid and their name shall be removed from the Register of Members.
- (h) Upon written application from a person whose name has been removed from the Register of Members under the provisions of paragraph (g) of this Rule, the Board may re-admit that person under conditions as it may prescribe.
- (i) Any application for readmission to the Club pursuant to paragraph (h) of this Rule shall not be considered by the Board for at least twelve months from the date of expulsion or resignation or for such longer period as may be determined by the Board.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 51.
- (a) A member may at any time by giving notice in writing to the Secretary tender their resignation from membership of the Club. If all the member's dues and other indebtedness have been paid no further liabilities in respect of subscriptions to membership, apart from those contained in Rule 15, as from the date of receipt of the resignation shall accrue and the Board shall accept the resignation provided no other charges are pending.
 - (b) If all the member's dues and other indebtedness have not been paid:
 - (i) the resignation shall not be accepted by the Board unless it considers that there have been circumstances in extenuation of the failure to make such payments, in which case the Board may authorize the acceptance of the resignation with exemption from payment of all or any of the indebtedness or subject to the member being liable for the subsequent payment of all or any of the indebtedness; or
 - (ii) the Board may resolve to strike off the member's name.
 - (c) A member's name shall be removed from the Register of Members as from the date on which their resignation becomes effective. There shall be no refund for any unused portion of a subscription.
 - (d) 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 fee or subscription or otherwise) upon and by reason of such cessation of membership shall forfeit all rights in and claims upon the Club and shall not use any property of the Club including intellectual property. Any Club documents, records or other property in the possession, custody or control of that person shall be returned to the Club immediately.
 - (e) Any member who shall not have signified to the Secretary in writing their intention to withdraw from the Club on or before the end of the Club's financial year in any year shall be deemed to be a member for the ensuing year.

GUESTS

52. (a) Subject at all times to Rules 49 (a) and 50 (f), all Full Members other than Junior Members shall have the privilege of introducing guests to the Club.
- (b) On each day on which a person of or above the age of 18 years first enters the Club's premises as a guest of a member, the particulars of the guest as required under Rule 47 (d) must be entered in the Club's Register of Guests and the member must countersign that entry.
- (c) A member must not introduce guests more frequently or in greater number than may for the time being be provided by Regulation, and must not introduce any person as a guest who has been expelled from the Club or who is currently under suspension, subject to any terms and conditions of such suspension.
- (d) The Board shall have power to make/amend Regulations from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A member is responsible for the conduct of any guest that they may introduce to the Club.
- (f) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (g) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (h) The Secretary, or in Secretary's absence the senior employee then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (i) Any Club member of or above the age of 18 years may bring into the Club premises as the guest of that member (but not sign in) a person under the age of 18 years. The member shall at all times be the responsible adult for that guest who at all times while on the Club premises shall remain in the reasonable company of the member, shall remain on the Club premises no longer than the member and who shall comply with any directions given by the Secretary, a Director or the senior employee then on duty with respect to that guest.

THE BOARD

53. The members of the Board holding office at the date of the Special Resolution adopting this Constitution shall, subject to this Constitution, hold office until the conclusion of the first Annual General Meeting to be held after that date when they shall retire but shall, subject to this Constitution be eligible for re-election.
54. The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of nine Directors elected annually and comprising the Club President, who shall be Chairman of the Board and preside at meetings, a Secretary, an Honorary Treasurer and six other Directors. The Chairman may from time to time appoint from the elected Directors, a Director as deputy. Should the Board appoint a Secretary who receives remuneration, the number of other Directors shall be increased to seven.
55. (a) The only members of the Club who are eligible to be nominated for, elected to or hold office on the Board shall be financial members in the classes of Life and Bowling membership and who have not less than two consecutive years membership in one or any combination of those classes immediately preceding their nominations.

- (b) A member who is not a financial member of the Club or who is currently under suspension is ineligible to be nominated for or elected to the Board or appointed to any office or committee established by the Board or to perform duties as holder of any such office or member of any such committee while the member remains not financial or during the period of such suspension, subject to any terms and conditions of such suspension.
 - (c) A member is ineligible to be nominated for election to the Board if that member:
 - (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of that charge and suspended for a period of three months or more within the period of two years immediately prior to the date determined for the next Annual General Meeting; or
 - (ii) has at any time been convicted of an offence which is punishable by Imprisonment; or
 - (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
56. (a) All Board members shall retire annually but, subject to this Constitution, be eligible for re-election. They shall hold office until the next Annual General Meeting after their election, unless they resign or are removed from office under this Constitution.
- (b) The tenure of office of any President shall not exceed four consecutive years.

GENERAL MEETINGS

57. All meetings of the Club are known as General Meetings. A General Meeting known as the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within three months of the end of the Club's financial year.
58. The Board may, whenever it thinks fit, call a General Meeting and must, on the written request of not less than 20% of financial members of the Club or twenty financial members of the Club (whichever is the lesser) having at the date of the deposit of the request at the Office a right to vote at General Meetings within three weeks proceed to call a General Meeting to be held as soon as practicable but in any case not later than two months after the deposit of a request. In the case of a member's request the following provisions shall have effect:
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office. The request may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within two months from the date of the request being so deposited duly proceed to call the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves call the meeting. However, any meeting so called must not be held after the expiration of three months from the date of such deposit.
 - (c) Any meeting called under this Rule 58 by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board in accordance with Rule 59.
 - (d) Any reasonable expenses incurred by the members in convening any meeting under this Rule 58 shall be repaid to the members by the Club.

59. (a) Subject to the Act, the Club shall give each member who is entitled to attend and to vote at a General Meeting at least three weeks written notice specifying the place, date and time for the meeting and also of any special business. A similar notice shall be placed on the Club Notice Board at least three weeks before the meeting. The Club's Auditor shall also be given notice of the meeting.
- (b) A notice of a General Meeting shall specify the general nature of the meeting's business and, if applicable, shall set out an intention to propose a Special resolution and state that Special Resolution.
- (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board shall be deemed not to have duly called the meeting if it does not give notice of that Special Resolution as is required by the Act.
- (d) A General Meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.
- (e) Any member who has an ordinary resolution to submit to a General Meeting must give written notice thereof to the Secretary and place a copy of the notice on the Club Notice Board not less than two weeks prior to the date of the meeting.

QUORUM FOR GENERAL MEETINGS

60. 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. The quorum requirements are :
- (a) for a General Meeting which is called on the request of members, not less than 20% of the financial members of the Club or twenty financial members of the Club (whichever is the lesser) who are present in person and entitled to vote.
- (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, not less than 20% of the financial members of the Club who are present in person and entitled to vote.
61. If within thirty minutes from the time appointed for any General Meeting, if called upon the request of members, a quorum is not present, the meeting shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date, time and place as the chairman of the meeting may determine, but such period must be less than one month. For an Annual General Meeting, notice of such adjournment shall be given as in the case of an original meeting. If at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the financial members who are present in person and entitled to attend and vote, being not less than ten, shall be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

62. The Chairman of the Board is entitled to preside as the chairman at any General Meeting. If the Chairman is not present within fifteen minutes after the time appointed for the meeting or being present is unwilling or unable to act, then the Chairman's deputy shall preside as the chairman. If the Chairman's deputy is not present within fifteen minutes after the time appointed for the meeting or being present is unwilling or unable to act, then the Directors present shall elect a Director to preside as chairman. If a Director is not present within fifteen minutes after the time appointed for the meeting or being present is unwilling or unable to act, then the members of the Club present shall elect one of their number to preside as the chairman.

63. At a General Meeting, a vote on any resolution, unless a Special Resolution, shall be determined on a show of hands by a simple majority of 50% plus one unless a poll (before or on the declaration of the result) on any resolution is demanded by the chairman of the meeting or by not less than five members who are entitled to vote on the resolution. In the event of an equality of votes, the chairman of the meeting may have a second vote in addition to a first vote.
64. At any General Meeting (unless a poll is demanded), a declaration by the chairman of the meeting that a resolution has been carried by a particular majority or not carried or not carried by a particular majority, an entry to that effect in the book containing the Minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
65. (a) In the case of any dispute as to the admission or rejection of a vote on any resolution, the chairman of the meeting shall determine the dispute, and such determination made in good faith shall be final and conclusive.
- (b) If at any General Meeting a poll is demanded, the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting directs. The result of the poll shall be the resolution of the meeting at which the poll is demanded. However, a poll demanded on the election of the chairman or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
66. The chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must 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. 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 an earlier date. It is not necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except for an Annual General Meeting and when a General Meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.
67. Minutes of all resolutions and proceedings at General Meetings shall be entered within one month of the meeting in a book provided for that purpose. 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 is evidence of the proceedings to which it relates.
68. The business of any Annual General Meeting may include:
- (a) Confirmation of the Minutes of the previous Annual General Meeting.
- (b) Receipt and consideration of the reports prescribed by Section 317 of the Act.
- (c) Declaration of Board members
- (d) Election or removal of Patron of the Club, if required.
- (e) Appointment of the Auditor.
- (f) Any business of which due notice has been given including reimbursement of officer's expenses and honoraria or other extraordinary benefits, if any.
- (g) Any business approved by the meeting including recommendations to an incoming Board for their consideration.

ELECTION OF THE BOARD

69. The election of a Board comprising a Club President, a Secretary, an Honorary Treasurer and six other Directors shall be conducted at each Annual General Meeting of the Club in the following manner:
- (a) The Secretary shall invite nominations for the election not less than six weeks prior to the Annual General Meeting. The closing date for nominations shall be not less than three weeks before the meeting.
 - (b) All nominations must be lodged with the Secretary before the close of nominations.
 - (c) Each nomination must be in writing and signed by the proposer and a seconder and by the nominee, who must be a Life Member or a Bowling Member of the Club, who will therein state they consent to be the nomination.
 - (d) The Secretary shall post the names of the duly nominated candidates and their proposers and seconds on the Club Notice Board as soon as possible after each nomination is received.
 - (e) A nomination cannot be withdrawn after the close of nominations.
 - (f) If at the close of nominations the number of candidates nominated is the same as the number to be elected, the candidates so nominated shall be declared elected at the Annual General Meeting.
 - (g) If at the close of nominations the number of candidates nominated exceeds the number required to be elected, a ballot shall be taken in the following manner:
 - (i) The Board shall appoint a Returning Officer who shall be responsible for the ballot and all ballot papers returned and an Assistant Returning Officer who shall also act as scrutineer of the ballot. A candidate for election, or a proposer or a seconder of any candidate, must not be appointed as a Returning Officer or an Assistant Returning Officer;
 - (ii) The Secretary shall prior to the close of nominations provide the Returning Officer with a roll of Club financial members entitled for election and prior to conducting the ballot a roll of members entitled to vote at the election. The ballot shall commence and close at a place on the dates and during the times as determined by the Board provided that every member entitled to vote shall be advised by way of notice on the Club Notice Board at least seven days in advance of the place, dates and times for voting. A lockable ballot box shall be provided by the Board and the Returning Officer shall hold all keys for that box during the period the ballot is held;
 - (iii) The ballot paper shall be arranged by the Returning Officer and contain the names of all duly nominated candidates. The position of candidates' names on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assisting Returning Officer after nominations have closed. Each ballot paper shall be signed or initialed by the Returning Officer prior to being handed to Club members entitled to vote. A vote shall be recorded by placing a tick or cross against the name or names of the candidate or candidates for whom the Club member wishes to vote up to the number required to be elected. Ballot papers shall be placed in the box provided;
 - (iv) After the closing of the ballot, the Returning Officer, together with the Assistant Returning Officer, shall proceed to count the votes;
 - (v) The decision of the Returning Officer as to the validity or formality of any ballot paper shall be final and conclusive;

- (vi) If there is a tied vote between candidates, the Returning Officer shall draw lots to determine the successful candidate at the time of the determination of votes; and
 - (vii) The Returning Officer shall report in writing the result of the ballot to the chairman of the Annual General Meeting. The chairman shall then declare the candidates whom the report states as having the greatest number of votes as the candidates elected to office.
- (h) In the event of a candidate standing for more than one position, upon their election to the most senior position for which they have nominated they shall cease to be a candidate for any other position on the Board and the Returning Officer shall disregard votes cast for any such candidate when determining successful candidates for less senior Board positions.
 - (i) After the election result is declared at any Annual General Meeting approval shall be sought from the members present for the Returning Officer to destroy all election materials including roll of electors and ballot papers after a period of one month. Election materials shall be retained by the Returning Officer until they are destroyed.
 - (j) If at the close of nominations the number of candidates nominated is less than the number to be elected for each Board position, the candidates so nominated shall be declared at the Annual General Meeting. Further nominations shall then be called for by verbal nomination from the members present at the meeting of Club members who shall be entitled to stand for nomination and election to the Board and if the number of candidates so proposed, seconded, eligible for nomination and accepted exceeds the number required for the remaining positions, an election for those positions shall be conducted by ballot. Such ballot shall be conducted at the meeting and shall include only the names of the candidates nominated and accepted.
 - (k) No absent member shall be considered for election to any position unless the nominee has given written consent to such nomination.
 - (l) Once the result of any election has been announced, a copy of the result shall be placed on the Club Notice Board.
70. The Board may from time to time make such Regulations as it thinks necessary for the conduct of any election and all matters in connection therewith.

SECRETARY

71. The Secretary who shall be the Chief Executive Officer of the Club may be either Honorary and elected at the Annual General Meeting or, by resolution of the Board or by the members at any Annual General Meeting or at any General Meeting of which proper notice has been given, appointed with remuneration. Such appointment may be terminated by one month's notice in writing by either side. The Secretary whether honorary or with remuneration shall be directly responsible to the Board for the time being and to no other person.

PROCEEDINGS OF THE BOARD

72. (a) The Board may meet together for the transaction 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 month of the year for the transaction of business. A record of all Directors present and minutes of all proceedings and resolutions shall be kept and entered in a Minute Book provided for that purpose.
- (b) Immediately following any Annual General Meeting or any General Meeting of the Club the Board shall read the minutes of the meeting and if the Board shall have been directed by the members present and voting at that meeting to carry out any acts the Board shall immediately take all necessary steps to comply with such direction by the members.

73. 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 their consent within a reasonable period before the meeting.
74. If the Chairman is not present within fifteen minutes after the time appointed for a meeting or being present is unwilling or unable to act, then the Chairman's deputy shall preside as the Chairman. If the Chairman's deputy is not present within fifteen minutes after the time appointed for the meeting or being present is unwilling or unable to act, then the Directors present shall elect a Director to preside as the chairman.
75. The quorum for a meeting of the Board shall be five Directors provided always that the number forming a quorum must include one of the President, Secretary and Treasurer. In the absence of a quorum at any meeting of the Board within thirty minutes after the appointed time for the commencement of the meeting, it shall be adjourned to such date, time and place as may be determined by those present.
76. The Chairman may at any time call a meeting of the Board. The Secretary must call a meeting of the Board upon the request of not less than three Directors.
77. 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 Directors shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chairman of the meeting may have a second vote in addition to the first vote. No resolution passed at any meeting of the Board shall be rescinded at any subsequent meeting unless notice of the intention to propose such rescission shall have been given in the circular convening that meeting. The interpretation of this Constitution and Regulations at any meeting shall be as determined by the chairman of the meeting. A decision of the Board on the construction or interpretation of this Constitution or on any Regulations made pursuant to this Constitution or on any matter arising there from, will be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied by the Club in General Meeting or revised by a court of competent jurisdiction.
78. All acts done at any meeting of the Board or any committee established by the Board or by a Director or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee, Director or person acting as aforesaid, or that the Directors or the committee members or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director or a committee member.
79. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and held.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
80. (a) A Director who has a material personal interest including receipt of gift or remuneration as prescribed in the Act and the Registered Clubs Act in a matter that relates to the affairs of the Club must declare the nature of the interest at a meeting of the Board as soon as practicable after the relevant facts have come to their knowledge. A Director's material personal interest includes but is not limited to an interest in a contract or proposed contract that involves the Club.
- (b) A Director's declaration under paragraph (a) of this Rule must include details regarding the nature and extent of the Director's personal interest and its relation to the affairs of the Club.

- (c) A Director's declaration under paragraph (a) must be recorded in the minutes of that meeting of the Board.
- (d) Without limiting the application of the Act or the Registered Clubs Act, a Director need not make a declaration under paragraph (a) if the material personal interest:
 - (i) is an interest that the Director has as a member of the Club and is held in common With the other members of the Club; or
 - (ii) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (e) A Director who has declared a material personal interest in a matter that is being considered at a meeting of the Board must not:
 - (i) be present while the matter (or a resolution under paragraph (f)(i) of this Rule regarding the matter) is being considered at the meeting; or
 - (ii) vote on the matter (or on a resolution under paragraph (f)(i) regarding the matter).
- (f) Paragraph (e) of this Rule does not apply if:
 - (i) the other Directors (who do not have a material personal interest in the matter) have passed a resolution that identifies the Director, the nature and extent of the Director's material interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) The Australian Securities and Investments Commission has declared or ordered in Accordance with Section 196 of the Act that a Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

POWERS OF THE BOARD

- 81. The Board is responsible for the management of the business and affairs of the Club.
- 82. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorized to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers, the Board has power from time to time:
 - (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such Powers as it may be thought fit.
 - (c) By instrument in writing, create or establish committees, individual officers and consultants to carry out such duties and functions, and with such powers and obligations, as the Board determines necessary from time to time.
 - (d) 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.

- (e) To determine who will 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.
- (f) To specify, define and arrange the duties and powers of the Secretary and to determine the remuneration, if any, and terms of employment of such Secretary.
- (g) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers including the Secretary, representatives, agents or other employees or contractors in respect of 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 terminate with or without compensation any contract of service or for service or otherwise.
- (h) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (i) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or such sections and committees, and to fix or approve any supplementary subscription or any charge for membership of such sections and committees or any of them, and from time to time to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (j) To set and promulgate the entrance fees, subscriptions and other fees, charges and levies payable by members pursuant to Rule 40 at least one month before due date.
- (k) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises of the Club or relating to their conduct, behavior and dress.
- (l) To recommend the amount of honorarium payable to any Director or to any other member in respect of their services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (m) To repay out-of-pocket expenses that are of a kind authorized by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out their duties in relation to the Club.

VACANCIES ON THE BOARD

- 83. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least two months notice to the Club has been given, remove any Director before the expiration of their term of office and may by ordinary resolution appoint another eligible Club member in their place. The member so appointed shall hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
- 84. The office of a Director shall be immediately vacated, and a casual vacancy thereby created, if that person:
 - (a) Dies
 - (b) Becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act.
 - (c) Fails to declare a material personal interest in accordance with the Act or the Registered Clubs Act or this Constitution.
 - (d) Becomes of unsound mind or is 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.
 - (f) By notice in writing given to the Secretary, resigns from office.
 - (g) Becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act.
 - (h) Becomes an employee of the Club.
 - (i) Ceases to hold a class of membership or qualification by which that person was appointed to or elected to office.
 - (j) Ceases to be a member entitled to hold office on the Board.
 - (k) Ceases to be a member of the Club.
- 85.
- (a) Subject to Rule 69 and paragraphs (b) and (e) of this Rule, the Board has power at any time, and from time to time, to appoint any eligible Club member to the Board to fill a casual vacancy with the exception of President. The member so appointed shall hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
 - (b) In the event of the office of President becoming vacant during the year, nominations shall be called as provided under Rule 69 where relevant and shall be treated as set forth in Rule 69.
 - (c) The Board may by resolution remove any Director except the President before the expiration of their period of office and may, by a simple majority, appoint in their stead another Club member who shall be entitled to stand for nomination and election to the Board. Any person so appointed shall be subject to retirement at the same time as the other Directors.
 - (d) Subject to paragraph (e) of this Rule should the Secretary and/or Treasurer resign or be absent or ill, or should any of them neglect or refuse to do anything required under this Constitution, or by resolution of the Board, the Board may any Director or appoint any eligible Club members to the Board to act in their stead. The members so appointed shall hold office only until the persons they replace return or until the conclusion of the next Annual General Meeting at which an election of the Board is required, whichever is appropriate.
 - (e) This paragraph (e) applies if a fourth or subsequent casual vacancy occurs during any one term of office of the Board. If the Board determines the vacancy should be filled, the vacancy shall be filled by the members of the Club at an election at a General Meeting in a manner as prescribed by the Board. The member so elected shall hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
 - (f) Any member of the Board who nominates for any casual vacancy shall not vote in any appointment or election to fill such vacancy.
86. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) To increase the number of Directors to the quorum.
 - (b) To call a General Meeting.

FINANCIAL YEAR AND FINANCIAL RECORDS AND AUDIT

87. The financial year of the Club shall commence on the first day of May in each year and end on the last day of April in the following year or, subject to the Act, shall be for such other period as the Board may determine.
88. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
89. The financial records shall be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and other persons authorized or permitted by or under the Act, the Registered Clubs Act or any other law to inspect such records. The Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting. The financial accounts and reports when received and discussed at an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months after the Annual General Meeting.
90. The Club shall comply with any requirements of the ACT AND THE Registered Clubs Act in relation to end of financial year reporting to members.
91. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration shall be fixed by the Board. If a vacancy occurs in the position of Auditor, the Board shall fill the vacancy within fourteen days. At least two 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 Investment Commission.

EXECUTION OF DOCUMENTS

92. The Club may have a Common Seal which shall be kept in the safe custody of the Secretary.
93. The Club shall only affix the Seal to a document or to any writing at a meeting of the Board after a resolution of the Board to that effect.
94. (a) The Club may execute a document (including a deed) with the Seal by affixing the Seal to the document and having the affixing of the Seal attested to by:
 - (i) one Director and the Secretary; or
 - (ii) at least two Directors.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) one Director and the Secretary; or
 - (ii) at least two Directors.

REGULATIONS

95. The Board has power to make Regulations not inconsistent with this Constitution which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members of the Club, and from time to time to amend or rescind any such Regulations. Without limiting the generality of the Board's power, the Regulations may relate to the following: **28.**

- (a) Those matters as the Board is specifically, by this Constitution, empowered to regulate by Regulations.
 - (b) The general management and control of the trading activities of the Club.
 - (c) The management and control of the Club's premises.
 - (d) The upkeep and control of the Club's greens and all property.
 - (e) The management and control of play and dress on the Club's greens.
 - (f) The management and control of all competitions.
 - (g) The conduct and regulation of dress of members and guests of members.
 - (h) The privileges to be enjoyed by members.
 - (i) The relationship between members and the Club's employees.
 - (j) The control and regulation of the Club's sections and committees and the conduct and activities thereof.
 - (k) The conduct of all meetings.
 - (l) Generally all such matters as are commonly the subject matter of club constitutions or regulations or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.
96. The Board has the power to enforce the observance of all Regulations in accordance with the disciplinary proceedings provisions of this Constitution.
97. Any Regulation made under this Constitution or any alteration to, or repeal of any such Regulation, shall come into force and have full effect and authority of a Regulation of the Club and be binding upon members of the Club after notice thereof has been posted upon the Club Notice Board for seven days.

SECTIONS AND COMMITTEES

98. Members wishing to form sections within the Club to cater for such as other sports, games and amusements shall first draw-up regulations for the proposed section and submit them to the Board for approval before such section can become operative. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with The Registered Clubs Act or this Constitution) as that controlling body may from time to time require and to pay, on behalf of the Club, capitation fees to that controlling body or as required by that body.
99. A person is ineligible to be a member of any section or committee of the Club unless they are a financial member of the Club.
100. The Board may empower any section or committee of the Club to open and operate an account in the name of the section or committee in such financial institution as the Board may from time to time approve. However, the persons eligible to operate upon such account must be approved by the Board which from time to time may remove and replace those persons or any of them.

101. Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board or otherwise as may be required from time to time by the Board. The minutes and records of the section or committee must also be produced regularly and promptly for inspection if required by or on behalf of the Board.
102. The constitutions and rules or regulations of each section or committee of the Club may be amended from time to time by a majority of the members for the time being of the section at a general meeting of those members either annually or at a meeting called specifically for that purpose. However, no constitution, rule, regulation or amendment proposed to and approved by the meeting of the members of the section shall have effect unless and until it has been approved by resolution of the Board.
103. Any committee of the Club must, in the exercise of those powers delegated to it, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or the President's nominee, who must be a Director, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of two or more members shall, as far as practicable, be governed by the Proceedings of the Board provisions of this Constitution, unless otherwise prescribed by the Board.
104. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

NOTICES TO MEMBERS

105. A Notice or other document required to be given to a member of the Club may be given:
- (a) by any form of electronic technology, where the member has given consent and notified the Club of relevant contact details. A Notice served in this manner is deemed to be served, unless the sender is notified of a malfunction in transmission, on the day of transmission, otherwise the next business day following transmission.
 - (b) by placing an advertisement in a newspaper which is circulated in the neighbourhood of the registered office of the Club which shall be deemed to have been duly given to the member on the date on which the advertisement appears.
 - (c) by placing on the Club Notice Board if a member has an address outside the neighbourhood of the registered office of the Club. Such Notice is deemed to be notice to the member at the expiration of twenty four hours after it is so placed.

INDEMNITY TO OFFICERS

106. (a) Every person who is or was an officer of the Club may, if the Board so determines, be indemnified to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

- (b) Every person who is or was an officer of the Club may, if the Board so determines, be Indemnified to the maximum extent permitted by law out of the property of the Club Against any legal costs incurred as such an officer except:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investment Commission or a liquidator for a Court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than for legal costs) arising out of that person's conduct as such an officer except in relation to:
 - (i) conduct involving a willful breach of duty in relation to the Club; or
 - (ii) a contravention of Sections 182 or 183 of the Act.

COPY OF CONSTITUTION

107. A copy of this Constitution shall be made available for inspection upon request by any member of the Club to the Secretary. The Club shall give a copy of this Constitution to any Full Member of the Club within seven days if that member:
- (a) asks the Club , in writing, for a copy; and
 - (b) pays a fee (up to the fee prescribed by the Act) if required by the Club.

AMENDMENTS TO CONSTITUTION

108. This Constitution may only be amended or repealed or a new provision added by a resolution which is proposed as a Special Resolution of the Club and passed at a General Meeting.

