

COMPANY CONSTITUTION
OF
GULGONG BOWLING & SPORTING CLUB LTD

(as adopted – 2016)

ACN 001 068 417

A Company Limited by Guarantee
and not having a Share Capital

[retype version 02/11/16]

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CONSTITUTION OF GULGONG BOWLING & SPORTING CLUB LTD

COMPANY INFORMATION

1. The name of the company is Gulgong Bowling & Sporting Club Ltd [ACN 001 068 417] (which is to be more commonly known as “the Club”).

DEFINITIONS

2. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

“Act” means the *Corporations Act 2001* (Cth) (as amended) and any regulation made under that act.

“annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act.

“Authority” means the Independent Liquor and Gaming Authority.

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

“business day” means a day that is not a Saturday, a Sunday or a public holiday.

“By-law” means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the *Interpretation Act 1987* (NSW)]

“Club” means the Gulgong Bowling & Sporting Club Ltd [ACN 001 068 417] and includes any registered business names owned by the Club.

“club licence” means a club licence granted under the Liquor Act.

“Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.

“contract” includes commercial arrangement.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the members of the Club, to be core property of the Club,

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

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.

“Gaming Machines Act” means the *Gaming Machines Act 2001* (NSW) (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007* (NSW) (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

“month” means a calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

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

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

“Officer” shall have the meaning defined in the Act.

“ordinary resolution” means a resolution that may be passed by a simple majority (being at least 50%) of members present and entitled to vote at a general meeting

“Registered Clubs Act” means the *Registered Clubs Act 1976* (NSW) (as amended) and any regulation made under that act.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

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

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

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

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

- (a) Is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least 75% of members entitled to vote who are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, closed-circuit television, video based equipment, or any other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the Club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

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

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATIONS

3. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

EFFECT OF CONSTITUTION

4. The Club's Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

CLUB STRUCTURE AND NON-PROFIT STATUS

5. The Club is established for the purposes set out in the Constitution.
6. The Club is a non-proprietary company.

7. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.

MEMBERSHIP

8. Unless otherwise determined by the Board, the membership of the Club shall consist of the following classes:
 - (a) Bowling Members
 - (b) Life Members
 - (c) Junior Members
 - (d) Social Members
9. In accordance with the Registered Clubs Act, the Club shall also have the following classes of membership:
 - (a) Provisional Members
 - (b) Temporary Members
 - (c) Honorary Members
10. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.

MEMBERSHIP – VOTING RIGHTS

11. Each member entitled to vote shall have one (1) vote.
12. No member shall be entitled to be present or vote at any election or meeting of the Club or to be elected or appointed to any office unless he or she shall have paid all or any joining fees and annual subscriptions and all other moneys due to the Club at the time of such meeting, election or appointment.
13. Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
14. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.
15.
 - (a) An employee of the Club shall not vote at any general meeting of the Club or at any Board meeting or at any election of the Board or hold office as a member of the Board.
 - (b) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

CLASSES OF MEMBERSHIP

Bowling Members

16. Bowling Member shall mean a person who has been elected a Bowling Member and has paid the joining fee (if any) and the applicable annual subscription. A Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at elections and general meetings of the Club.

Life Members

17. (a) Life Member shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any general meeting by a majority of the members present and entitled to vote, as a Life Member of the Club provided that such nomination is made in writing by two (2) Bowling or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
- (b) A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under this Constitution.
- (c) A Life Member shall not be obliged to pay any annual subscriptions.

Junior Members

18. Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce Guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

Social Members

19. Social Member shall mean a person who has been elected a Social Member and has paid the joining fee (if any) and the applicable annual subscription. A Social Member shall be entitled to all the social privileges and advantages of the Club and shall be entitled to attend and vote at elections and general meetings of the Club.

PROVISIONAL MEMBERS

20. (a) "Provisional Member" (as defined in the Registered Club Act) means a person who has applied for membership, has paid the appropriate annual subscription, and is awaiting a decision on the application.
- (b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.

TEMPORARY MEMBERS

21. (a) "Temporary Member" (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
 - (ii) A person who is a member of another registered club with similar objects to those of this Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) The Temporary Membership of any person may be cancelled by the Club at any time without assigning any reason and the person concerned shall, if present, be required to leave the Club premises.
- (d) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (e) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
- (f) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (g) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

HONORARY MEMBERS

22. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.

PATRONS

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

ADMISSION TO MEMBERSHIP

24. A person shall not be admitted as a member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless the person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
25. Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
26. The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.
27. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

TRANSFERRING BETWEEN CLASSES OF MEMBERSHIP

28. (a) The Board may on the written application of a member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of membership to another class of membership. Any member so transferred shall not be entitled to any refund or reduction of any joining fee or annual subscription paid for the then current financial year.
- (b) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board, without the need for application, from Junior Membership to another class of membership, subject to payment (if any) by the member of an additional annual subscription and/or other fees.

SUBSCRIPTIONS, FEES AND CHARGES

29. The annual subscription payable by each class of members shall be such amount, not being less than \$2.00, as shall be determined by the Board from time to time.
30. The annual subscriptions shall fall due on the 1st day of July in each year and shall be payable in advance either annually or, if the Board determines, by monthly, quarterly or half-yearly instalments in advance, or for more than one (1) year 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.
31. The Board may at any time determine that a joining fee shall be paid by each person nominated for and elected to membership. The amount of the joining fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for membership who was formerly member of the Club may at the discretion of the Board be elected without payment of any joining fee.
32. All newly elected members shall be liable for the then current year's subscription but any person elected to membership as a member after the 1st day of January in any year shall be liable to pay one-half of the subscription payable for the then current financial year.
33. (a) The Board may at any time or times suspend the payment of joining fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise.
- (b) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.

NON-FINANCIAL MEMBERS

34. (a) If the annual subscription of any member shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and he or she may be disqualified from all Club competitions in which he or she may be participating.
- (b) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

35. (a) If a member shall wilfully infringe any of the provisions of this Constitution or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render him or her unfit for membership the Board (including a properly constituted judiciary committee) shall have the power by resolution to reprimand, fine, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member provided that at all times the principles of procedural fairness are upheld and that:
- (i) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a registered letter posted to the member's last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.
 - (iii) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.
 - (iv) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (v) If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have an opportunity to address the Board on the penalty to be imposed.
 - (vi) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
 - (vii) Any resolution under this Rule shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.

- (b) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing.
- 36. The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
- 37.
 - (a) A member may lodge in writing with the Board an appeal against the decision of a judiciary committee to reprimand, suspend, expel or fine that member. Such written appeal shall be lodged not later than fourteen (14) days following the judiciary committee meeting at which the penalty was imposed.
 - (b) If an appeal is received, the Board shall review the proceedings of the judiciary committee and shall assess the fairness of the penalty imposed. A member who did not have the opportunity to give evidence in person at a judiciary committee shall be given the opportunity to address the Board during the appeal meeting. A Board member who has an association with the complaint shall not be present during the appeal process and shall not vote on any penalty to be imposed. Any decision of the Board shall be final.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

- 38.
 - (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
 - (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his or her possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
 - (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any time refuse to admit that person into the Club premises or may turn the person out of the Club premises.
 - (d)
 - (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.

- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of the Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is not prevented from exercising the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule, must not, without reasonable excuse, remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if, the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An incident register may be maintained (and shall be maintained if required under the Liquor Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the incident register. All reports must be recorded in the incident register as soon as practical after the incident.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 39. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Club but such member shall continue to be liable for any moneys due to the Club at the date of the resignation.
- 40. Every person ceasing to be a member of the Club whether by resignation expulsion death neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Constitution.

ADDRESSES OF MEMBERS

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

REGISTER OF MEMBERS AND GUESTS

42. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
 - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
 - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
43. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

GUESTS

44. (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member at all times while on the Club premises and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall the member introduce any person as a guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

45. The Board shall consist of nine (9) Directors who shall comprise a Chairperson, two (2) Deputy-Chairpersons, a Treasurer and five (5) other Directors.
46. (a) The Board shall be elected annually at the Annual General Meeting of the Club or at a ballot held during a period preceding the Annual General Meeting in such usual and proper manner as determined in the By-laws of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
47. All financial members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.
48. No person currently under suspension by the Board in accordance with this Constitution shall be eligible to nominate, stand for or be elected or appointed to the Board.
49. No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.

50. Each member elected or appointed to the Board may be required to undergo training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

NOMINATION AND ELECTION OF THE BOARD

51. (a) Nominations for election of a Director shall be made in writing and signed by two (2) financial members or Life Members who are entitled to attend and vote at meetings of the Club and by the nominee who shall also signify his or her consent to the nomination.
- (b) The nomination shall specify the position on the Board for which the nominee is nominated.
- (c) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall:
- (i) Chairperson
 - (ii) Deputy-Chairperson
 - (iii) Treasurer
 - (iv) Ordinary Director
- (d) Nominations shall cease not less than forty-eight (48) hours prior to the date of the Annual General Meeting.
- (e) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the proposers on the notice board.
52. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the Annual General Meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (b) If, after the closing of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.
- (c) The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws so provide, a ballot for election of Directors may be held during the period of seven (7) days immediately preceding the date of the Annual General Meeting and the result of such ballot shall be declared at the Annual General Meeting.

- (d) If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.
 - (e) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
 - (f) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by this Constitution.
53. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
 - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
 - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

SPECIAL APPOINTMENTS MADE BY THE BOARD

54. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
- (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be a financial member at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the Club's notice board and on the Club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
 - (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

REMOVAL FROM OFFICE OF DIRECTORS

55. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office until the next Annual General Meeting.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

VACANCIES ON THE BOARD

56. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
- (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to undergo training for directors);
- (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove the person from office;
- (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
- (g) becomes an employee of the Club;
- (h) resigned from office by notice in writing to the Secretary of the Club;
- (i) ceases to be a member of the Club.
57. The Board may at any time appoint any eligible member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the conclusion of the next Annual General Meeting.

POWERS AND DUTIES OF THE BOARD

58. The Board shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by this Constitution, the Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:
- (a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of the members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To ensure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.

- (i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (k) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (L) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (m) To recommend the amount of honorarium payable to, any person and subject to approval by a general meeting to pay such Honorarium.
- (n) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

- 59. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
 - (i) make the judgment in good faith for a proper purpose; and

- (ii) do not have a material personal interest in the subject matter of the judgment; and
 - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
 - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
 - (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

BY-LAWS

60. The Board may make such By-laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
- (a) Such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) The general management control and trading activities of the Club;
 - (c) The control and management of the Club premises;
 - (d) The management and control of play and dress on the greens;
 - (e) The upkeep and control of the greens;
 - (f) The control and management of all competitions;
 - (g) The conduct of members;
 - (h) The privileges to be enjoyed by each category of members;
 - (i) The relationship between members and Club employees; and
 - (j) Generally all such matters as are commonly the subject matter of the Club rules or By-laws or which by this Constitution, the Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
61. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

SUB-CLUBS

62. (a) The Club may create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- (b) For the purpose of this Rule, the Club shall permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with any body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
- (c) The Board may empower each such section to open and operate an account in the name of the section with such financial institution as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (d) In furtherance to this Rule, any section or committee formed shall at all times remain a section or committee of the Club and the assets and funds of said section or committee shall remain assets and funds of the Club.
- (e) Subject to the general control and supervision of the Board, each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.
- (f) Subject as hereinafter provided, the constitution and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (g) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board. Provided that any such disciplinary action taken by a section may be altered or rescinded by a resolution of the Board.

PROCEEDINGS OF THE BOARD

63. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be five (5) members of the Board.
64. The Chairperson may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
65. Subject to this Constitution, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
66. The Chairperson of the Board shall if present preside at all meetings of the Board. In the Chairperson's absence or if he or she shall be unwilling to act a Deputy-Chairperson shall preside and in the event of the Chairperson and both Deputy-Chairpersons being absent or unwilling to act the meeting shall elect a member of the Board to be chairperson of the meeting. The chairperson of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
67. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or of convening a general meeting of the Club.
68.
 - (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
 - (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
 - (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.
69. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

DISCLOSURE OF DIRECTORS' INTERESTS

70. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

HONORARIUM

71. Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

GENERAL MEETINGS

72. (a) A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.

- (b) All meetings of the general body of members other than Annual General Meetings shall be called extraordinary general meetings.
- 73.
- (a) The Board may whenever it thinks fit convene a general meeting of the Club and shall convene a general meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
 - (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of a general meeting where at least twenty-one (21) clear days' notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

NOTICE OF GENERAL MEETINGS

74. At least twenty-one (21) clear days written notice specifying the place day hour and business of a general meeting shall be given to all members entitled to attend and vote the general meeting. The meeting shall not be invalidated by reason only of the accidental omission to give written notice of the meeting or the non-receipt of the notice of the meeting by any member.

MEMBERS' RESOLUTIONS AND QUESTIONS

75. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution who are entitled to vote at a general meeting (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
76. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the auditor's report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

ANNUAL GENERAL MEETINGS

77. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
- (b) To receive and consider the reports of the Board;
- (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
- (d) To approve honoraria or other extraordinary benefits (if any);
- (e) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;

- (f) To deal with any valid business of which due notice has been given;
 - (g) Such business which under this Constitution ought to be transacted at a general meeting;
 - (h) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
78. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.

PROCEEDINGS AT GENERAL MEETINGS

79. (a) No business shall be transacted at a general meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members entitled to attend and vote shall constitute a quorum at such meeting.
- (b) If a quorum is not present within half an hour from the time appointed for the meeting, where the meeting was convened upon the requisition of members the meeting shall be dissolved; and in any other case the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
80. The Chairperson shall preside at all general meetings of the Club. In the event of the Chairperson being absent or unwilling to act a Deputy-Chairperson shall preside and in the event of the Chairperson and both Deputy-Chairpersons being absent or unwilling to act the members of the Board present shall elect a Director to be chairperson of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairperson of the meeting.
81. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
82. (a) Every question or resolution submitted to a general meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he or she is entitled as a member.

- (b) At any meeting unless a poll is demanded by the chairperson of the meeting or by at least five (5) members present and entitled to vote at the meeting a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - (c) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
 - (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
83. (a) The chairperson of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.

FINANCIAL YEAR

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

ACCOUNTS

85. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.

86. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act or Registered Clubs Act to inspect such records.
87. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

ANNUAL REPORT

88. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and such other reports and statements as required by the Act and Registered Clubs Act. The Club shall have its financial report for a financial year either audited or reviewed in accordance with the Act and Australian Accounting Standards. The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
- (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
89. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.

- (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
 - (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
 - (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
90. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

AUDITOR

91. (a) In accordance with the Act, the Club must appoint an auditor at an Annual General Meeting to fill any vacancy or casual vacancy in the office of auditor PROVIDED THAT the Club shall not be required to appoint an auditor if the Club is a small company limited by guarantee.
- (b) In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (i) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (ii) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
 - (iii) At least two (2) months' notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.
 - (iv) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (v) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.

- (vi) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
- (vii) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
- (viii) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (ix) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY

- 92. (a) The Board shall appoint a person to be the Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- (b) The Secretary shall undergo training in accordance with the Registered Clubs Act.

MINUTES

- 93. (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of all general meetings of members; and
 - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
 - (iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (c) The Club must keep its minute books at the Club's registered office.

COMPANY SEAL AND EXECUTION OF DOCUMENTS

94. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

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

INSPECTION OF RECORDS

99. The Board shall determine whether and to what extent, and at what time and places and under what conditions, that accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a

member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in general meeting.

INDEMNITY AND INSURANCE OF OFFICERS

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

CLUB OPERATION

102. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not such member is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
103. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
104. (a) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

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

105. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a qualified valuer; and
 - (b) the disposal has been approved at a general meeting of the members of the Club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by regulations made under the Registered Clubs Act.
106. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
107. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
108. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
109. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

110. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
111. In accordance with regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
112. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's

interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.

- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
 - (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Paragraph applies.
 - (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his or her interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
 - (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
 - (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Paragraphs (a) and (b) are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
113. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
114. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
115. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.

116. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
- (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
117. In accordance with regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

CONSTITUTION

118. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club entitled to vote on the special resolution.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
119. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
120. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

OBJECTS OF THE CLUB

121. The objects for which the Club is established are:
- (a) To organise, conduct and control games of bowls in accordance with the Laws of the Sport of Bowls;
- (b) To promote, encourage, foster, develop and extend the sport of bowls at or near Gulgong in the state of New South Wales;

- (c) To provide bowling greens and to lay out and prepare greens for bowls, and to provide where practical pavilions, rooms, clubhouse and all other facilities, conveniences and amenities in connection with the sport;
- (d) To promote, organise, extend, govern, conduct and control championships, competitions and other events pertaining to the sport of bowls as may from time to time be considered expedient;
- (e) To select, support and/or sponsor any representative team or teams for any purposes associated with the Bowling Club;
- (f) To co-operate with organisations controlling the sport of bowls in the promotion and control of the sport of bowls;
- (g) To promote such other sports, games, amusements and recreations as may be deemed expedient;
- (h) To provide, improve, extend and conduct social enjoyments for the benefit of members.
- (i) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

LIABILITY OF MEMBERS AND WINDING UP OF THE CLUB

122. The liability of the Members is limited.
123. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that such person is a member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which the person ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars (\$2.00).
124. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution such institution or institutions to be determined by the members of the Club at or before the time of dissolution 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 to some charitable object.

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