

**COMPANY CONSTITUTION**  
**OF**  
**LIDCOMBE BOWLING CLUB LTD**

(as amended – 1 November 2020)

ACN 001 053 069

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 02/11/20]

**Section 1:**

**ARTICLES OF ASSOCIATION**  
**OF**  
**LIDCOMBE BOWLING CLUB LTD**

**DEFINITIONS AND INTERPRETATIONS**

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

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

“annual report” means a report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“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. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & 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.

“By-laws” means the Rules that have been determined by the Board in accordance with this Constitution.

“chairperson” [lower-case], in the case when it is not a reference to the Chairperson of the Board, shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse 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*]

“Club” means the Lidcombe Bowling Club Ltd.

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

“Constitution” means this company constitution of the Club 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 Ordinary 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 Ordinary 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 his joining fee for membership to the Club and his subscription in advance.

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

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

“gift” includes money, hospitality or discounts.

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

“manager” shall mean the Secretary of the Club and such other persons who have been approved by the Authority and appointed to manage the licensed Club premises in accordance with the Liquor Act.

“month” means calendar month.

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

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

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

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

“ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of members.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (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 his 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 twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, or video based equipment, or 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.

- 1A. (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**

- 1B. 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.

## MEMBERSHIP

2. The membership of the Club shall consist of the persons who at the date of the resolution adopting this Constitution are entered in the Members Register as members of the Club and such other persons as the Board shall admit to membership in accordance with the Constitution.
  
3. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Honorary Members
  - (d) Temporary Members
  - (e) Provisional Members
  
4. Ordinary Membership of the Club shall consist of the following classes or classifications:
  - (a) Bowling Member - male
  - (b) Bowling Member - female
  - (c) Non-Bowling Member - male
  - (d) Non-Bowling Member - female
  - (e) Junior Member - male
  - (f) Junior Member - female
  
5. (a) "Bowling Member" (both male and female) shall mean a person who has attained the age of eighteen (18) years and who has been elected a Bowling Member, has paid the entrance 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 any meetings and elections of the Club. A Bowling Member shall not be entitled to be elected or appointed to the Board, or to vote on a special resolution to amend this Constitution, unless:
  - (i) the Bowling Member has been a Bowling Member or Life Member of the Club continuously for at least the past four (4) years; or
  - (ii) the Bowling Member has played not less than twelve (12) games of bowls organised or sanctioned by the Club and played on the greens of the Club during the period of twelve (12) months immediately preceding the close of nominations (if the member is to be elected) or immediately preceding the proposed appointment (if the member is to be appointed) to the Board and provided further that the Bowling Member shall have maintained an affiliation with the Club throughout that period.

- (b) "Non-Bowling Member" (both male and female) shall mean a person who has attained the age of eighteen (18) years and who has been elected a Non-Bowling Member and has paid the entrance fee (if any) and the applicable annual subscription. A Non-Bowling Member shall be entitled to the social privileges and advantages of the Club, and shall be entitled to attend and vote at any meetings and elections of the Club. A Non-Bowling Member shall not be entitled to be elected or appointed to the Board, or to vote on a special resolution to amend this Constitution, unless:
    - (i) the Non-Bowling Member has been a Full Member of the Club continuously for at least the past four (4) years.
  - (c) "Junior Member" (both male and female) shall be a person under the age of eighteen (18) years who has been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club and who has paid the entrance fee (if any), and the applicable annual subscription. Junior 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, or nominate members for officer of the Club.
- 6.
- (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 as Life Member of the Club provided that the Board has approved such nomination.
  - (b) A Life Member shall be entitled to all rights, privileges and advantages to which a Bowling Member is entitled under these Articles.
  - (c) A Life Member shall not be obliged to pay any entrance fee and/or annual subscriptions.
- 7.
- (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.
  - (b) Honorary Members shall be entitled to social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by, or on invitation of, the Board from time to time.
  - (c) The Board shall have the power to determine the duration of Honorary Membership and to cancel the honorary membership of any person at any time without assigning any reason.
  - (d) Honorary Members shall not be entitled to attend and vote at any meetings of the Club or to be elected or appointed as officers of the Club.
  - (e) Honorary Members shall not be obliged to pay any entrance fee and/or annual subscriptions.

8. (a) "Temporary Member" 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 (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
  - (ii) A person who is a member of another registered club with similar objects to those of this Club;
  - (ii) 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) 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).
- (c) 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.
- (d) Temporary Members shall not be required to pay an entrance fee or annual subscription.
- (e) 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.
- (f) 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.
9. "Provisional Member" shall mean a person who has applied for membership and has paid the relevant entrance fee, annual subscription and any other fees and charges, and is currently awaiting a decision on the membership application. 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. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.



10. 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 Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

### **ADMISSION OF MEMBERS**

11. (a) 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 accompanied by a letter of request for said membership written and signed by a responsible adult for the minor.
- (b) The application for ordinary membership shall, if required under By-law, be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- (c) The application for ordinary membership shall be lodged with the Secretary and particulars of the nomination for ordinary membership shall be posted on the notice board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of any candidate.
- (e) The election for ordinary membership shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.
- (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount of the entrance fee and subscription lodged with the application.
- (g) The Board shall have the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by these articles.
12. Every person elected to membership shall be deemed to agree to pay the joining fee 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.
13. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

## **CESSATION OF MEMBERSHIP**

14. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding one (\$1.00) dollar as a member of the Club under Clause 5 of the Memorandum and Articles of Association of the Club.

## **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

15. (a) If a member shall wilfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct which in the opinion of the Board shall render him or her unfit for membership the Board shall have the power by resolution to reprimand, 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:
- (i) At least seven (7) days before the meeting at which any resolution is passed, the member concerned shall have been notified in writing by certified post sent to his registered address of the intention of the Board to consider the matter, and requested to be present at the meeting, and that he shall at such meeting and before any such resolution is moved have had an opportunity of giving written or orally any explanation or defence he may think fit. If the member fails to attend at the time and place specified without reasonable excuse, the matter shall be heard and dealt with and the Board will decide on the evidence before it, his absence notwithstanding. Any decision of the Board on such hearing or adjournment thereof shall be final and the Board may at its discretion order the refund of any subscription or any part of it to any member during the current financial year in which he shall be expelled or suspended.
  - (ii) 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.
  - (iii) Any resolution under this Article 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 to be notified in accordance with paragraph (a) may be immediately suspended on the vote of a simple majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.
- (c) Any resolution of the Board pursuant to paragraph (a) need not state the grounds, facts or opinions upon which it is based.
- (d) No member dealt with in accordance with this Article shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reason of any such act or thing arising therefrom or relating thereto.

16. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Club, but shall remain liable for any monies due or payable under the Memorandum of Association.

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

- 16A. (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*, 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 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 subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (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 Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, 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 permitted to again exercise 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 because the person was intoxicated, violent, quarrelsome or disorderly, 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 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.

#### **ADDRESS OF MEMBERS**

17. Every person shall on becoming a member furnish to the Secretary particulars of his address 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 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**

18. (a) The Club shall keep the following registers:
- (i) Full Member Register. This register shall set forth the name in full, address and the occupation of each Full Member and (excluding Life Members) the date on which he last paid the annual subscription for membership of the Club.
  - (ii) 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.
  - (iii) 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.

- (iv) 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 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.
- (b) 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.

### **VOTES OF MEMBERS**

- 19. (a) Only the following members shall be entitled to attend and vote at any meetings of the Club:
  - (i) Bowling Members
  - (ii) Social Members
  - (iii) Life Members
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one (1) vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
- (d) 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.
- (e) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (f) 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.
- 20. (a) No member shall be entitled to be present or vote at any meetings of the Club or to be elected or appointed to any office unless he shall have paid all or any entrance fees and annual subscriptions and all other monies due to the Club at the time of such meetings, elections or appointment.
- (b) No member who is under suspension shall be elected or appointed to office as a Director or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee during a period of suspension.

## **SUBSCRIPTIONS, FEES AND CHARGES**

21. The annual subscription payable by each class of ordinary members shall be such amount, not being less than two (\$2.00) dollars, as shall be determined by the Board from time to time.
22.
  - (a) The annual subscription and any other fees or charges payable by any class of members shall fall due on the 1st day of June in each year and shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board.
  - (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and his name may be removed from the Register and may be disqualified from all Club competitions in which he may be participating.
  - (c) 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.
23. The Board may at any time determine the entrance fee that shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who is currently a member of a bowling club may at the discretion of the Board be elected without payment of any entrance fee.
24. All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the 1st day of December in any year shall be liable to pay one-half of the subscription payable for the then current year.
25. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the subscription to an amount of not less than two (\$2.00) dollars in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

## **BOARD OF DIRECTORS**

26. The Board shall consist of seven (7) directors who shall comprise a Chairperson, a Deputy-Chairperson, and five (5) other Directors. In accordance with the provisions of Rule 33B, the Board may appoint up to two (2) additional directors provided that the total number of Board members does not exceed nine (9) members.
27.
  - (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to this Constitution, the Act and Registered Clubs Act, shall be eligible for re-election.
  - (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.

28. Only Bowling Members, Life Members and Non-Bowling 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.
- 28A. 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.
29. No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected or appointed to the Board.
30. 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.

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

31. (a) Nominations for elections of a Director shall be made in writing and signed by two (2) full members who are entitled to attend and vote at meetings of the Club pursuant to these Articles and by the nominee who shall also signify his consent to the nomination.  
  
(b) Nominations shall cease twenty-one (21) days prior to the date of the Annual General Meeting.
32. The Secretary or his nominee shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the notice board.
33. (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 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 the position then, notwithstanding the provisions of paragraph (a), further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.  
  
(c) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided for by these Articles.

- (d) (i) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (e) The State Electoral Commissioner shall conduct an election of the Board of the Club if:
  - (i) 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
  - (ii) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
  - (iii) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.
- 33A. (a) A suitably qualified member of the Board may be appointed to hold the position of Treasurer by a resolution of the Board and such appointment shall be made at the first Board meeting held following an election.
- (b) A suitably qualified person may be appointed to the Board to hold the position of Treasurer in accordance with the special appointment provisions of the Registered Clubs Act.
- (c) A suitably qualified person may be appointed by resolution of the Board to hold a non-board member position of Treasurer, with the term of the appointment being determined by the Board. A member appointed as Treasurer under this sub-paragraph shall attend Board meetings but shall have no vote on Board decisions.
- (d) The Board may determine that no member shall be appointed to hold the position of Treasurer.

**SPECIAL APPOINTMENTS MADE BY THE BOARD**

- 33B. (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 an Ordinary 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**

34. The Office held by a Director of the Club shall be immediately deemed vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
  - (b) If he becomes insolvent, under administration or is convicted of a felony or misdemeanour or indictment as provided by the Act.
  - (c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (d) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.
  - (e) If he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board.
  - (f) If the members at a general meeting pass an ordinary resolution of which due notice has been given to remove him from office.
  - (g) If by notice in writing given to the Secretary he resigns his office.
  - (h) If he ceases to be a member of the Club.
  - (i) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
  - (j) If he holds an office of profit or becomes an employee of the Club.
  - (L) If he dies.

### **VACANCIES ON THE BOARD**

35. The Board at any time may appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.

36. (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 his or their 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. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
- (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.
37. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

### **POWERS AND DUTIES OF THE BOARD**

38. 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 in so far 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 the power from time to time:
- (a) To appoint from among its members or members of the Club committees for the purpose whatsoever which from time to time it may think desirable (including, without limiting the generality of the foregoing, committees elected by members for the purpose of organising and supervising the playing of the game of bowls by male and / or female members) and to delegate to any such committee 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 the 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 servants or other 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 and privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any such 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 payment and satisfaction of any debts due to and 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 investments.
- (h) To invest and deal with any of the moneys of the Club in such manner immediately required for the purpose 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 secure the payment of any sum or sums of money for the purposes of the Club, and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit, and in particular by the issue of debentures or debenture 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) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to 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) Subject to the Registered Clubs Act, to fix the maximum number of each class of ordinary members who may be admitted to the Club.
- (L) 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.

- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for the specific purpose 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.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
- (o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.
- (p) From time to time make, alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
  - (i) Such matters as it is specifically by these Articles empowered to do.
  - (ii) The general management, control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The control and management of play and dress on the greens.
  - (v) The upkeep and control of the greens.
  - (vi) The control and management of all competitions.
  - (vii) The conduct of members and guests of members.
  - (viii) The relationship between the members and Club servants.
  - (ix) Generally all such matters as are commonly the subject matter of Club Rules and 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.

39. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the notice board.

#### **DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES**

- 39A. (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.

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

- 40. (a) 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.
- (b) The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution. If a quorum is not present within 15 minutes of the time fixed for the meeting, that meeting shall stand adjourned to the same day in the next week at the same time and place, and if at that adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members of the Board present (being not fewer than two (2) Directors) shall be a quorum.
- 41. 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.
- 42. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and such decisions shall for all purposes be deemed a decision of the Board.
- 43. The Chairperson of the Board shall if present preside at all meetings of the Board. In the Chairperson's absence the Deputy-Chairperson shall preside and in the event of the Chairperson and Deputy-Chairperson being absent 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.

44. 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 such quorum or of convening a general meeting of the Club.
45. (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 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.
46. 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 appointment of a person to be a Director, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.
47. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

#### **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

- 47A. 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. The declaration of the gift or amount of remuneration must be in a form approved by the Authority and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.

- 47B. 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.
- 47C. (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 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.
- 47D. 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.
- 47E. (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.
- 47F. 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.
- 47G. (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.
- 47H. 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.

### **GENERAL MEETINGS**

48. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board.
49. All general meetings other than the Annual General Meeting shall be called General Meetings.
50. (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.
51. Every notice convening a general meeting or an Annual General Meeting shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution, the Act or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
52. The period of notice in respect of all general meetings of the Club (including the Annual General Meeting) shall be at least twenty-one (21) clear days before the date fixed for such meeting.
53. Notice of the date and time and the place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the notice board at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
54. (a) At any Annual General Meeting or other general meeting called by the President or by the Board, ten percent (10%) of all members entitled to be present and vote under this Constitution and present in person shall be a quorum. The number of members shall be calculated as at the midnight immediately preceding the day that notice of the general meeting is given to members.
- (b) At any general meeting called on or by the requisition of members, twenty percent (20%) of all members entitled to be present and vote under this Constitution and present in person shall constitute a quorum. The number of members shall be calculated as at the midnight immediately preceding the day that the requisition is received by the Club.

55. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
  - (b) in any other case:
    - (i) 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; and
    - (ii) if at the adjournment of the 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.
56. 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 if required to receive and consider the Auditor's Report;
  - (d) To elect the Board for the ensuing year.
  - (e) To deal with any valid business of which due notice has been given.
  - (f) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
57. (a) (i) 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 or at least 100 members who are entitled to vote at a general meeting, whichever is less (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.
- (ii) Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

- (b) 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).
- 58. The Chairperson shall preside at all meetings of the Club. In the event of the Chairperson being absent, the Deputy-Chairperson shall preside and in the event of the Chairperson and Deputy-Chairperson being absent, 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.
- 58A. 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.
- 58B.
  - (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.
- 59. Every question or motion submitted to a 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 is entitled as a member.
- 60. At any meeting unless a poll is deemed by the chairperson of the meeting or by at least five 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 the 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.

61. 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 the case of any dispute as to the addition 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.
62. (a) The chairperson of the 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 place to place but no business shall be transacted at any 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.
63. (a) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.
64. 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.
65. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
- (a) Of all appointments of officers made by the Club;
- (b) Of the number of members present and voting at meetings of the Club;
- (c) Of all resolutions and proceedings at all meetings of the Club.

### **FINANCIAL YEAR**

66. The financial year of the Club shall commence on the first day of June and end on the last day of May in the next year.

### **ACCOUNTS AND AUDIT**

67. 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.

68. (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.
69. The books of accounts shall be kept at the office of the Club or at such place as the Board thinks fit and shall always be open to the inspection of the Directors.
70. (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 if required an Auditor's Report.
- (b) The Directors' Report, in addition to the other statutory requirements, shall include:
- (i) The number of members of each class registered in the Register of Members at the date of the preparation of the Report;
  - (ii) The names of the members of the Board and the number of Board meetings attended by each member thereof;
  - (iii) The amount (if any) written off for depreciation and provisions.
  - (iv) The amount (if any) which the Board proposes to transfer to the Reserve Funds of the Club.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

### **ANNUAL REPORT**

- 70A. (a) The annual report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the annual report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the annual report by doing the following:
- (i) sending a hard copy of the annual report to each member who has made the election to receive the annual report as a hard copy; or
  - (ii) sending an electronic copy of the annual report to each member who has elected to receive the annual report as an electronic copy;

- (iii) making a copy of the annual report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the annual report that the annual report is accessible on the web site, and specifying the direct address of the web site where the annual report may be accessed.
  - (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
    - (i) the member may elect to receive, free of charge, a copy of the annual report; and
    - (ii) if the member does not so elect, the member may access the annual report, on a specified web site; and
    - (iii) if the member does so elect and the Club offers to send the annual report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
  - (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
  - (e) An election to receive or to not receive the annual report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.
- 70B. The Club shall within one (1) month after the Annual General Meeting lodge with the Authority a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and if applicable the Auditor's Report on the financial report).

### **AUDITOR**

71. In accordance with the provisions of the Act and provided that circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an Auditor is required and that an Annual Review shall be conducted in accordance with the Act.
- 71A. In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if he is not a registered company auditor as defined by the Act, or if he is a member of the Board or an employee of the Club.
  - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. 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.

- (c) 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 a simple majority (50% plus one) at a general meeting of which notice has been given.
- (d) 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.
- (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
- (f) 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.
- (g) 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.
- (h) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (i) 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**

- 72. (a) The Board shall appoint a person to be Company 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 and Liquor Act.

### **GUESTS**

- 73. (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 and such member shall enter the names and full residential addresses of such Guests together with his own name in the Guest Register.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he 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.

#### **EXECUTION OF DOCUMENTS**

- 74. (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**

- 75. (a) Any notice in writing may be given by the Club to a member either:
  - (i) personally;
  - (ii) by sending it by post to the address for the member in the Register of Members; or
  - (iii) by sending it to the fax number or electronic address (if any) nominated by the member.



- (b) 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 at any time.
- (c)
  - (i) 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.
  - (ii) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- (d) If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

#### **INSPECTION OF RECORDS**

76. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will 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 the By-law or authorised by the Board or by the Club in general meeting.

#### **INDEMNITY AND INSURANCE OF OFFICERS**

77. Every officer, Auditor or Agent and every member of any committee or sub-committee constituted under these Articles and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by him as such Officer, Auditor or Agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

#### **CONSTITUTION**

78.
  - (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
  - (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five 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.

79. (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.
80. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

### **CLUB OPERATION**

81. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
82. 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.
83. 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.
84. 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.
85. 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 Ordinary 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.

86. (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.
87. The Club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
88. 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.

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