

**CONSTITUTION OF
SAWTELL BOWLING AND RECREATION CLUB LIMITED**

ACN 001 064 535

ABN 20 001 064 535

A PUBLIC COMPANY LIMITED BY GUARANTEE

NAME

- R1.1** The name of the Company is Sawtell Bowling and Recreation Club Limited.

ADOPTION OF CONSTITUTION

- R1.2** This Constitution is adopted on the 14th August 2016 and replaces the constitution in operation immediately prior thereto.

RULES OF THE CLUB

- R1.3.1** The Replaceable Rules in the Law do not apply.
- R1.3.2** This Constitution is, for the purposes of and subject to the Law and Act, the rules of the Club.

DEFINITIONS

- R1.4** In this Constitution:-
- (a) "Act" means the Registered Clubs Act 1976 and any Act amending or replacing it.
 - (b) "Board" means the directors for the time then being.
 - (c) "By-laws" means the By-laws of the Club for the time then being.
 - (d) "Club" means the Sawtell Bowling and Recreation Club Limited.
 - (e) "Commission" has the meaning ascribed to that word in the Law.
 - (f) "Constitution" means the Constitution of the Club as it exists for the time then being.
 - (g) "director" means a member of the Board.
 - (h) "full member" means a person who is an ordinary member or a life member of the Club.

- (i) "honorary member" means a person who is an honorary member of the Club.
- (j) "Law" means the Corporations Act, 2001. When any provision of the Law is referred to the reference is to that provision as modified by any law for the time being in force.
- (k) "life member" means a person who is elected to membership of the Club for life.
- (l) "member" is a person who is a full member, a provisional member, an honorary member or a temporary member of the Club.
- (m) "month" means calendar month.
- (n) "notice board" means the board or boards provided in the Office on which notices for the information of members may be posted.
- (o) "Office" means the registered office of the Club for the time then being.
- (p) "President" means the President of the Board.
- (q) "provisional member" means a person who has applied for admission as a full member of the Club, has paid the annual subscription appropriate to the class of membership applied for and is awaiting a decision on that application.
- (r) "registered club" has the meaning ascribed to those words in the Act.
- (s) "R" is an abbreviation for a rule in this Constitution.
- (t) "Register" means the Register of Members kept pursuant to the Act.
- (u) "seal" means the common seal of the Club.
- (v) "Secretary" includes Chief Executive Officer, General Manager, Secretary Manager, Honorary Secretary, of the Club, or a person who with the approval of the Board is temporarily occupying that position.
- (w) "Special Resolution" has the meaning ascribed to those words in the Law.
- (x) "State" means the State of New South Wales.
- (y) "temporary member" means a person who is a temporary member of the Club.
- (z) "writing" or "written" includes printing, typing, lithography and other modes of reproducing or representing words in a visible form in the English language.
- (za) Except where a contrary intention appears words or expressions shall be interpreted in accordance with the provision of the Law.

OBJECTS

R1.5 Subject to this Constitution no restrictions are placed on the objects which may be pursued by the Club however its primary objects are:-

- (a)
 - (i) the provision of facilities for the playing of the game of bowls by members and their guests;
 - (ii) the provision and maintenance of buildings and grounds for recreation and the social enjoyment of members and their guests;
 - (iii) the provision of such other recreational and social facilities as the Board thinks fit;
- (b) to promote and conduct the game of bowls and such other sports, games amusements, entertainments, pastimes and recreations, indoor and outdoor, as the Board thinks fit.
- (c) to purchase lease or otherwise acquire and hold any freehold or leasehold property or any easement rights or privileges which the Board may think requisite for the purposes of or capable of being conveniently used in conjunction with any of the objects of the Club;
- (d) to subscribe to, become a member of, and co-operate with or amalgamate with any other organisation, whether incorporated or not, whose primary objects are similar to and/or compatible with those of the Club.

Provided that the Club shall not subscribe to or support with its funds or amalgamate with any organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of R2.1.1.

POWERS

R1.6 The Club has all the powers provided for in the Law and is not restricted in the exercise of those powers.

INCOME AND PROPERTY

R2.1.1 No portion of the income or property of the Club shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, to the members.

Provided that nothing herein contained shall prevent the payment in good faith:

- (i) of remuneration to any officers or employees of the Club;

- (ii) to any member in return for any services actually rendered to the Club;
- (iii) for goods sold or hired in the ordinary and usual way of business;
- (iv) of interest on money borrowed from any member;
- (v) of reasonable and proper rent for premises demised or let by any member to the Club;

Provided further that, subject to the Act, no director or member of a committee shall be appointed:

- (i) to any salaried office of the Club or;
- (ii) to any office of the Club paid by fees;

nor be entitled to derive any profit, benefit or advantage from the Club not offered equally to every full member unless such profit, benefit or advantage consists only of a sum of money paid to that person in respect of that person's services as a director or member of a committee and which has been approved by a resolution passed at a general meeting of the Club.

Except that nothing herein shall be construed as preventing the payment:

- (i) of out-of-pocket expenses reasonably and properly incurred by a director or member of a committee.

MEMBER'S LIMITED LIABILITY

R2.2.1 The liability of each member is limited.

R2.2.2 Each member, other than honorary members and temporary members, undertakes to contribute to the assets of the Club, in the event of the Club being wound up during the currency of that member's membership or within one year after the termination of that membership, for payment of the debts and liabilities of the Club (contracted before the termination of that membership) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding \$2.00.

WINDING UP

R2.3 If upon the winding-up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other organisation or organisations having objects similar to those of the Club and whose constitution prohibits 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 R2.1; such organisation or organisations to be determined by the members at or before the time of the winding up or dissolution and in default thereof by application to the Supreme Court.

EMPLOYEES

- R3.1** An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a director.
- R3.2** No payment or part payment of the remuneration of the Secretary or other employee of the Club shall be made by way of commission or allowances from or upon the receipts of the Club for liquor supplied.

SALE OF LIQUOR AND USE OF POKER MACHINES

- R4.1** Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member provided that this Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under the Act.
- R4.2** Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- R4.3** A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

BENEFITS TO MEMBERS

- R5.1** Subject to the Act and except as otherwise herein provided, a member whether or not a director or a member of any committee of the Club shall not be entitled to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member.

MEMBERSHIP GENERALLY

- R6.1.1** The number of members shall not exceed the number permissible under the Act.
- R6.1.2** A person under the age of 18 years may be admitted to membership of the Club.

- R6.1.3** All members at the date of the coming into effect of this Constitution shall continue as members according to the class of membership being enjoyed at that date.
- R6.1.4** A person shall not be admitted to membership of the Club except as an ordinary member, life member, honorary member, temporary member or provisional member.
- R6.1.5** Subject to R6.4.1, R6.4.2 and R6.4.3 full members only shall be entitled to hold office (with the exception of the position of patron or patrons or the office of Auditor or Auditors) in the Club and to be elected or appointed to the Board and to vote on proposals to amend this Constitution.
- R6.1.6** Subject to R3.1, R6.4.1 and R6.4.2 and R6.4.3 full members only shall be entitled to vote on all matters at any general meeting of the Club and to nominate any person for membership of the Club and to nominate any person for election to the Board.
- R6.1.7** No member other than a life member shall be entitled to vote at any general meeting or to be a director or to compete for any prize if that member's annual subscription shall be unpaid.

ORDINARY MEMBERS

- R6.2.1** Ordinary members shall comprise those members who are admitted as such in accordance with this Constitution.
- R6.2.2** Ordinary members shall be divided into the following classes:
- Bowling members
 - Social members
 - Junior members

ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERS

Bowling Member

- R6.3.1** Bowling members are those persons who have attained the age of 18 years and at the time of making application for membership intend to actively participate in the sport of lawn bowls and make application for and are admitted to bowling membership in accordance with this Constitution.

Social Member

- R6.3.2** Social members are those persons who have attained the age of 18 years and at the time of making application for membership wish only to enjoy the

social facilities of the Club and make application for and are admitted to social membership in accordance with this Constitution.

Junior Members

R6.3.3 Junior members are those persons who have not attained the age of 18 years and who satisfy the Board that they have an interest in taking part in the regular sporting activities organised by the Club and make application or on whose behalf application is made for junior membership and are admitted to junior membership in accordance with this Constitution.

RIGHTS OF ORDINARY MEMBERS

Bowling Members

R6.4.1 Subject to this Constitution bowling members are entitled to all the privileges of the Club.

Social Members

R6.4.2 Subject to the Constitution social members are entitled only to the social privileges of the Club, to vote in the election of directors or on any resolution to remove a director or directors or on a motion to approve the making of a payment to a director or to a member of a committee as provided for in R2.1 otherwise shall not be entitled to:

- (a) nominate for or be nominated for or hold office as a director or as a member of a committee other than a committee the primary purpose of which is the development and conduct of the social activities of the Club;
- (b) participate in any way in the management, business or affairs of the Club;
- (c) Participate in the sport of lawn bowls at the Club's premises but may, at the discretion of the Board, be permitted to do so.

Junior Members

R6.4.3 Subject to this Constitution junior members are entitled to participate in the sport of lawn bowls at the club's premises but are not entitled to:

- (a) nominate any person for election to the Board;
- (b) hold office as a director or as a member of a committee other than a committee the primary purpose of which is the development and conduct of the junior membership activities of the Club; or
- (c) participate in any way in the management, business or affairs of the Club.

- (d) vote at any election;
- (e) attend any general meeting of the Club;

R6.4.4 Junior members shall use only those areas of the defined premises of the Club for which an authority is in force under the Act.

LIFE MEMBERS

R6.5.1 Life membership may be conferred upon any ordinary member who has rendered long and meritorious service to the Club. The requirements for election to life membership are:

- (a) that member must be nominated by one ordinary member and seconded by another ordinary member neither of whom is a junior member;
- (b) notice of the nomination must be given to the Secretary who will report it to the Board for consent;
- (c) upon the request of any director all voting by the directors on any such consent shall be by ballot;
- (d) with the consent of not less than three-fourths of the directors present and voting, the Board will refer the nomination to the next general meeting for approval; and
- (e) for the person to be duly elected as a life member the nomination must be approved by a majority of members entitled to vote present and voting at that general meeting.
- (f) No more than 2 life members shall be elected in any financial year.

R6.5.2 Unless otherwise approved of by the Board a life member has the same rights and privileges of the class of ordinary membership as that member had prior to being elected a life member but is not obliged to pay the annual subscription.

HONORARY MEMBERS

R6.6.1 The following persons may in accordance with the procedures established by the Board be made honorary members:

- (a) the patron or patrons for the time being of the Club.
- (b) a prominent citizen or local dignitary visiting the Club.

- R6.6.2** An honorary member shall be entitled only to the social privileges of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be a director or hold any other office in the Club or participate in any way in the management, business or affairs of the Club.
- R6.6.3** Honorary members may be relieved of any obligations or liability with respect to the payment of entrance fees and/or subscriptions.
- R6.6.4** When honorary membership is conferred on any person the following particulars shall be entered in the Register:
- (a) the name in full of the honorary member;
 - (b) the residential address of the honorary member;
 - (c) the date in which honorary membership is conferred;
 - (d) the date on which honorary membership is to cease.

TEMPORARY MEMBERS

- R6.7.1** The following persons may at the discretion of the Board be made temporary members:
- (a) Any person whose ordinary place of residence is not less than 5 kilometres from the premises of the Club;
 - (b) A member of another registered club with similar objects to those of the Club;
 - (c) A full member of any registered club or of any interstate club within the meaning of the Act who at the invitation of the Board or a full member attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a temporary member from the time on that day when that person so attends the premises of the Club until the end of that day.
- R6.7.2** A temporary member shall not be required to pay an entrance fee or an annual subscription.
- R6.7.3** A temporary member shall not be entitled to attend or vote at any meeting of the Club, nominate for or be a director or hold any other office of the Club or participate in any way in the management, business or affairs of the Club.
- R6.7.4** A temporary member may not introduce into the Club an adult guest but subject to compliance with the Act may introduce a minor as a guest.

- R6.7.5** No person under the age of 18 years may be admitted as a temporary member of the Club unless the person is admitted in accordance with R6.7.1(c).
- R6.7.6** When a temporary member (other than a person admitted under R6.7.1(c)) first enters the premises of the Club on any day, the following particulars shall be entered into the Register:
- (a) the name in full of the temporary member;
 - (b) the residential address of the temporary member;
 - (c) the date on which temporary membership was granted;
 - (d) The period of temporary membership but not exceeding 7 consecutive days;
 - (e) the signature of the temporary member;
but where that temporary membership is for a period exceeding 1 day that temporary member is not required to provide such particulars each time that temporary member enters the premises of the Club as such a member.
- R6.7.7** The Board or the Secretary may at any time cancel the membership of any temporary member without notice and without assigning any reason therefor.

PROVISIONAL MEMBERS

- R6.8.1** Provisional membership may, in accordance with the procedures established by the Board, be granted to a person who has made application for ordinary membership in accordance with this Constitution and who has paid the entrance fee (if any) and the appropriate annual subscription.
- R6.8.2** A Provisional member shall have the privileges enjoyed by members of the class of ordinary membership applied for by that person except those conferred by R6.1.5 and R6.1.6.
- R6.8.3** Provisional membership shall cease when that provisional member's application for ordinary membership is determined. Where that person's application for membership is refused that person shall cease to be a provisional member and the entrance fee, if any, and subscription submitted with the nomination form will be refunded.
- R6.8.4** The Board or the Secretary may cancel the provisional membership of any person without notice and without assigning any reason therefor.

PATRONS

- R6.9** The members entitled to vote in general meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting and such patron or patrons shall thereupon be deemed to be honorary members and subject to this Constitution shall remain honorary members while they remain a patron. Any patron so appointed may by the same procedure be removed as a patron. There shall be not more than 2 patrons at any one time.

TRANSFER OF MEMBERSHIP

- R.6.10.1** The Board, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class transfer that membership upon payment of any difference between the total of the entrance fee (if any) and the appropriate annual subscription for that class of membership and that for the class of membership from which that member desires to transfer.
- R6.10.2** Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid or payable by that member for the then financial year in respect of the class of membership which that member had transferred from.

ABSENTEE LIST

- R6.11** The Board may make special arrangements not inconsistent with the Act as to the amount and payment of subscriptions of any member leaving or returning to the State or residing outside the State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the State. Such members shall be placed on an Absentee list.

ADMISSION TO MEMBERSHIP

- R6.12.1** A person shall not be admitted as a member other than as a provisional member, honorary member, or temporary member, unless the applicant is elected to membership at a meeting of the Board by a majority of the directors present and voting. The names of those directors present and voting at that meeting shall be recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
- R6.12.2** In respect of every application for membership other than as an honorary member or temporary member there shall be completed a nomination form which shall be in a form and contain such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the applicant, a statement that the applicant, if admitted, will be bound by this Constitution, including the By-laws, and such other particulars as may be prescribed by the Board from time to time.

R6.12.3 The application form shall be signed by the applicant and presented by the applicant in person to the Secretary or the secretary's delegate together with:

- (a) the relevant entrance fee, if any, and the appropriate annual subscription;
- (b) documentary identification of the applicant which may include any one or more of the following documents which are current and held by and in respect of the applicant:
 - a motor vehicle driver or rider's licence or permit issued by Roads & Maritime Services or its successor or by the corresponding public authority of another State or Territory or under the law of another country;
 - a Photo Card issued under the *Photo Card Act 2005*;
 - a proof of age card (however described) issued by a public authority of the Commonwealth or of another State or Territory for the purpose of attesting to a person's identity and age.
 - passport;
 - photograph of the applicant certified in the manner prescribed by the Board.
- (c) such other means of identification of the applicant as is from time to time prescribed by the Board.

R6.12.4 The Secretary shall compare the particulars of the applicant as appearing on the application with the particulars and identity of that person as appearing in the photographic identification presented by the applicant and if the Secretary is satisfied that the particulars in the application and the identity of the applicant correspond with those on the photographic identification and is otherwise satisfied as to the accuracy of the particulars and the eligibility of the applicant for admission to the class of membership sought by the applicant, the Secretary shall sign a statement to that effect on the application form .

R6.12.5 A person whose application has been signed by the Secretary in accordance with R6.12.4 and who has paid the entrance fee (if any) and the appropriate annual subscription shall become a Provisional member in accordance with R6.8.1.

R6.12.6 The Secretary must forthwith cause the name and address of the applicant to be exhibited on the notice board for a continuous period of not less than 7 days before the election is held to determinate that application for membership and an interval of at least 14 days shall elapse between the receipt by the Secretary of the application and the holding of that election.

- R6.12.7** Any person who has not attained the age of 18 years and has satisfied the Board that that person has an interest in taking part in the regular sporting activities organised by the Club and from whose parent or guardian the Board receives written consent to that person becoming a junior member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to junior membership may make application for, or have an application made on that person's behalf, for Junior membership in accordance with this Constitution.
- R6.12.8** When a person has been elected to membership the Secretary shall give notice of the same to that person who shall thereupon be a member and bound by this Constitution.
- R6.12.9** A copy of this Constitution will be published on the Club's website.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- R6.13.1** The entrance fee (if any) and annual subscription payable by members of each class of membership shall in each case be such amount as the Board may from time to time prescribe provided that the annual subscription shall not be less than \$2.00 or such other minimum subscription provided from time to time by the Act.
- R6.13.2** The annual subscription shall be payable annually in advance. The annual subscription shall be due and payable on the first day of May in each year. Subject to this Constitution a member whose annual subscription is not then paid is a non-financial member and is not eligible to nominate or be nominated for election to the Board or to be appointed to the Board or to vote at any general meeting of the Club until that payment is made.
- R6.13.3** Members elected after the thirty first day of January in any year shall only be required to pay such part of the annual subscription (if any) as is determined by the Board.

REGISTER OF MEMBERS AND GUESTS

- R6.14.1** The Club shall keep the following registers in accordance with the Act:
- (a) A register of persons who are full members.
 - (b) A register of persons who are honorary members.
 - (c) A register of persons who are temporary members other than temporary members referred to in R6.7.1(c).
 - (f) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

ENTRY IN REGISTER

- R6.14.2** The name of every person admitted as a member shall forthwith be entered in the Register together with the date of that member's admission and that member's place of abode, business address, if any, and at the option of that member an electronic address or addresses and no name shall be removed from the Register except by resolution of the Board or as otherwise provided herein. The Register which may be in more than one form, including electronic, shall be kept on the premises of the Club and subject to the law, shall be open to inspection by members.

ADDRESSES OF MEMBERS

- R6.14.3** Any member who shall at any time change that member's name, place of abode, business address or any electronic address recorded in the Register shall immediately give notice thereof to the Secretary who shall record such change in the Register.

RESIGNATION OF MEMBERSHIP

- R6.15.1** A member may at any time by giving notice in writing to the Secretary resign that member's membership but shall remain liable for any annual subscription and all arrears due and unpaid at the date of that resignation and for all other moneys due by that member to the Club and in addition for any sum not exceeding \$2.00 for which that member is liable as a member under this Constitution.
- R6.15.2** The date of resignation of a member resigning in accordance with the provisions of R6.15.1 shall be the date on which the notice of resignation is received by the Secretary.
- R6.15.3** Every person ceasing to be a member shall thereby forfeit all rights as a member.

DISCIPLINARY PROCEEDINGS

- R6.16.1** If a member refuses or neglects to comply with the provisions of this Constitution or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or guilty of conduct which is unbecoming of a member or which renders the member unfit for membership the Board has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel from membership or accept the resignation of such member and to remove that person's name from the Register provided that:
- (a) The member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be

heard. The notice must set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.

- (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing and is entitled to call witnesses in that member's defence;
- (c) The method of voting by the directors present at such meeting will be such as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a majority of the directors present vote in favour of such resolution.
- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (e) After the Board has considered all the evidence it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
- (f) If having attended the meeting the member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (g) Any decision of the Board at such meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.
- (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule the Board has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- (i) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 directors. A quorum of the disciplinary committee is 3 directors.

R6.16.2 The Secretary or in the Secretary's absence the delegated senior employee of the Club then on duty ("the senior employee") has the power to suspend any person's membership and remove that member from the premises of the Club:

- (a) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
- (b) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Act; or
- (c) who engages or uses any part of the premises of the Club for an illegal purpose; or
- (d) who has, while on the premises of the Club, engaged in conduct prejudicial to the interests of the club or has been engaged in conduct unbecoming of a member.

The Secretary or the senior employee of the Club who has exercised the power conferred in this rule must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must set out the facts, matters and circumstances giving rise to the suspension and removal.

Any suspension of a member by the Secretary or the senior employee pursuant to R6.16.2 (a) will continue for 6 weeks or until the meeting, notice of which is given to the member pursuant to R6.16.1(a), whichever is the earlier.

R6.16.3 If a member is expelled pursuant to this Constitution, that member shall thereupon cease to be a member, that person's name shall be removed from the Register, that person shall not be eligible for re-election to membership for a period of 5 years or such shorter period as is fixed by the Board or a disciplinary committee at that time and commencing on the date of expulsion and during the same period that person shall not be brought to the premises of the Club by a member as a guest.

R6.16.4 No appeal whatsoever shall lie from a decision and action of the Secretary or the senior employee pursuant to R6.16.2 nor shall any appeal whatsoever lie from a decision of the Board or of a disciplinary committee pursuant to R6.16.1 nor shall any member suspended and removed from the premises of the Club pursuant to R6.16.2 or reprimanded, suspended or expelled pursuant to R6.16.1 have any right of action whether at law or in equity or other remedy whatsoever against the Club, Board, any director, the Secretary or the senior employee, by reason of such suspension and removal, or such reprimand, suspension or expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

GUESTS OF MEMBERS

R7.1.1 Any member, other than a junior member, who is an ordinary member, life member, honorary member or provisional member may invite guests into the premises of the Club. Any member so inviting a guest must ensure:

- (a) that that member and the guest properly complete the Club's register referable to guests;

- (b) that the guest at all times while on the premises of the Club remains in the reasonable company of that member;
- (c) that the guest at all times while on the premises of the Club abides by this Constitution; and
- (d) that the guest does not remain on the premises of the Club any longer than that member.

R7.1.2 Subject to compliance with the Act a temporary member may invite minors as guests into the premises of the Club.

GENERAL MEETINGS

Annual General Meeting

R8.1 A general meeting known as the Annual General Meeting of the Club shall be held each year in accordance with the Law.

Business of Annual General Meeting

R8.2 The business of the Annual General Meeting shall be:

- (i) To confirm the minutes of the previous Annual General Meeting and other general meetings held since the previous Annual General Meeting.
- (ii) To receive the Annual Report of the Board and the Secretary's statement of accounts and balance sheet for the preceding financial year.
- (iii) To receive the Auditor's Report for the preceding financial year.
- (iv) To change the directors as provided in this Constitution.
- (v) Any business of which due notice has been given.
- (vi) Such other business as may be brought in accordance with this Constitution.

Special General Meetings

R8.3.1 Special general meetings shall be convened only by authority of the Board or on receipt by the Secretary at the Office of a requisition signed by not less than 5% of the members having at the date of such receipt by the Secretary a right to vote at general meetings.

R8.3.2 Within 21 days of such receipt by the Secretary the Board must proceed to call a general meeting to be held as soon as practicable but in any case not later than 2 months after such receipt.

R8.3.3 The following further provisions will apply to such a requisition and to the calling and holding of a general meeting in response to the same.

- (a) The requisition must state any resolution to be proposed at the meeting and must be signed by the members making the requisition and may consist of several documents in identical wording each signed by one or more of those members.
- (b) If the Board does not within 21 days from the date of making of such requisition duly proceed to call the meeting the members who made the requisition or any of them representing more than 50% of the members who made the requisition may themselves call the meeting. However any meeting so called must not be held after the expiration of 3 months from the date of the requisition.
- (c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board will be deemed not to have duly called the meeting if it does not give such notice of such resolution as is required by the Law.
- (d) Any meeting called under this Rule by the members must be called in the same manner or as nearly as possible as that in which a meeting is called by the Board.
- (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to those members by the Club.

Notice of General Meeting and of Business

R8.4.1 Except as provided in this Constitution no business proposed by members entitled to vote in general meeting shall be taken into consideration at any general meeting unless notice thereof has been given to the Club in accordance with the Law and business shall not be brought before a general meeting unless notice of the same has been given to members as required under this Constitution.

R8.4.2 Subject to the provisions of the Law relating to special resolutions, at least 21 days' notice specifying the place, day and hour of a general meeting and in the case of special business the general nature of that business must be given in the manner provided by this Constitution to each member who is entitled to attend and vote at that meeting.

R8.4.3 A general meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member unless the Supreme Court on application of the member concerned or any other member entitled to attend the meeting or the Commission declares proceedings at the meeting invalid.

Quorum at General Meetings

R8.5.1 No business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:

(a) for a general meeting which is called by or at the request of members not less than 5% of the members entitled to vote; and

(b) for a general meeting which is not called on the request of members and for an Annual General Meeting not less than 10 members entitled to vote.

R8.5.2 Should there not be a quorum the members present may at the expiration of one-half hour from the time appointed for the meeting adjourn the meeting until such day and time as they may consider desirable and the members present and entitled to vote at the adjourned meeting shall constitute a quorum.

Chairperson of Meetings

R8.6.1 All meetings shall be presided over by the President and in addition to the chairperson's original vote the chairperson shall in case of the equality of votes have a second or casting vote. In the absence of the President from any meeting the Vice-President shall preside thereat and if the President and the Vice-President be absent from any meeting the members present shall elect a director to preside at such meeting during such absence. For the purpose of so presiding the Vice-President or such director as the case may be shall have the powers of the President.

Voting

R8.7.1 Subject to this Constitution and the Law, all questions submitted to any general meeting in accordance with this Constitution shall be decided by a majority to be determined by a show of hands or by ballot upon the demand of the chairperson or of not less than 3 members who are present and entitled to vote.

Ballot

R8.7.2 If at any general meeting a poll is demanded the poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs. The result of the poll will be the resolution of the meeting at which the poll was demanded. However a poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

R8.7.3 A demand for a poll may be withdrawn.

R8.7.4 Voting by proxy is not permitted.

R8.7.5 Each member entitled to vote shall have one vote on a show of hands, one vote in a division and one vote on the taking of a poll.

R8.7.6 In the case of any dispute as to the admission or rejection of a vote the chairperson will determine the dispute and such determination made in good faith will be final and conclusive.

Declaration

R8.8 At any general meeting (unless a division or poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Adjournment of general meeting

R8.9.1 The chairperson of a general meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

R8.9.2 A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date which it was in fact passed and must not be deemed to have been passed on any earlier date.

R8.9.3 It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

Questions and Comments by Members and Auditor's Right to be heard

R8.10.1 The chairperson of an Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

R8.10.2 If the Auditor or a representative of the Auditor is at an Annual General Meeting the chairperson of that meeting must allow reasonable opportunity for the members as a whole at that meeting to ask the Auditor or that representative questions relevant to the conduct of the Audit and the preparation and content of the Auditor's report.

Minutes of general meeting

R8.11.1 Minutes of all resolutions and proceedings at general meetings must be entered within 14 days of the meeting in a book provided for that purpose. Any such Minutes must be signed by the chairperson of the meeting to which they relate or by the chairperson of the next succeeding meeting and if

purporting to be so signed are evidence of the proceedings to which they relate.

- R8.11.2** If a member requests the Club to provide that member with a copy of the minutes of a general meeting it must do so within 14 days of the later of the making of that request or of the receipt by the Club of the fee determined by the Board in accordance with the Law for compliance with that request.

BOARD (INCLUDING OFFICE-BEARERS)

Office Bearers

- R9.1** The office-bearers shall consist of a President and one Vice-President.

The Board

- R9.2.1** The Board may consist of up to 9 directors being the office-bearers and 7 other directors all of whom are full members eligible to nominate for election to the Board.
- R9.2.2** Not more than 7 directors shall be elected or appointed by the members as provided for herein to serve a 2 year term.
- R9.2.3** Not more than 2 directors may be appointed by the Board and notwithstanding R6.4.2 any such appointee may be any full member other than a Junior Member.
- R9.2.4** Where a person is appointed by the Board as a director:
- (a) The term of appointment must be for a specified period of not more than 3 years;
 - (b) within 21 days of such an appointment the Board must notify members by placing a notice on the notice board and website (if any) of the Club of the reasons for the appointment including that person's relevant skills, qualification and any proposed honorarium; and
 - (c) that person is not eligible for re-appointment after the end of that term.

ELECTIONS

Election of Directors

- R9.3.1** The directors in office at the conclusion of the general meeting at which this Constitution is adopted shall remain in office until the conclusion of the 2018 Annual General Meeting at which Meeting the next biennial election of directors by the members as herein provided will be held.
- R9.3.2** The President and the Vice-President shall be appointed from among their number by the Board at its first meeting after election.

- R9.3.3** (a) Not later than the first day of July in each year in which an election is due to be held the Secretary will cause a list to be displayed on the notice board showing the offices which are required to be filled.
- (b) Any two full members each of whom is a bowling member or a life member may nominate any other full member (the candidate) who is also a bowling member or a life member to be elected as a member of the Board. The nominations must be in writing on a form approved by the Board and must be signed by the member nominated and the nominators. The form must be lodged with the Secretary before nominations close. The Secretary will duly record the date and time on which each nomination is so lodged. The nominators and the candidate must be financial members at the time the nomination form is signed.
- (c) The Secretary shall as soon as practicable after receipt of a nomination cause to be displayed on the notice board details of such nomination, with the nominators' names.
- (d) Nominations will close not later than 5.00pm on the thirtieth day of July before the Annual General Meeting at which the election is to be held.
- (e) As soon as practicable after nominations close the Secretary shall cause a list to be displayed on the notice board of all nominations with the nominators' names and that list shall remain so displayed until the ballot (if any) has been conducted.
- (f) If insufficient nominations are received for the number required to be elected the chairperson of that Meeting shall declare those nominated duly elected and subject to entitlement of the nominators and the nominee to do so nominations may with the consent of the nominee be made orally at that Meeting for the vacancies then remaining. The election of nominees to fill these vacancies will be by a show of hands of those members entitled to vote in the election of directors.
- (g) If there is only the required number of nominations for the number required to be elected the chairperson of that Meeting shall declare those nominated duly elected.
- (h) If there are more nominations received than the number required to be elected the election shall be by ballot of the full members entitled to vote in the election of directors conducted in the following manner:-
- (i) If prior to nominations being called the Board has appointed a Returning Officer that Returning Officer will conduct the election but no such appointee, if a member, shall be eligible for nomination.
- (ii) If the Board does not appoint a Returning Officer or the appointee refuses to conduct the election or resigns that position then the Club's Auditor shall act as the Returning Officer.

- (iii) Upon the close of nominations the Secretary shall hand the nominations to the Returning Officer and the Secretary shall at the same time certify in writing to the Returning Officer, in respect of each nominee, the eligibility of that nominee and of that nominee's nominators.
- (iv) The order in which the names of nominees are to appear on the ballot paper or ballot papers, as the case may be, shall be determined by lot conducted by the Returning Officer in such manner as the Returning Officer shall determine as soon as practicable after nominations close.
- (v) The Returning Officer shall at least ten (10) days before the date of that Meeting make a ballot paper or ballot papers, as the case may be, available to each full member (initialled by the Returning Officer or by someone appointed by the Returning Office for that purpose) together with a statement of the number of vacancies to be filled at the election and the names of all duly nominated candidates in the order determined under the preceding paragraph with such relevant details in of not more than one hundred words of each candidate's qualifications for the position nominated as furnished by each candidate and an envelope addressed to the Returning Officer.
A member wishing to vote must attend the registered premises of the Club for that purpose or where a member is unable to attend those premises during the appointed times an application for a postal vote shall be made in writing to the Returning Officer accompanied by a suitable statutory declaration as to the member's inability to attend those premises for that purpose.
- (vii) The non-receipt by any member of the voting papers shall not invalidate the ballot.
- (viii) The voter shall mark the voter's ballot paper or ballot papers by making a cross opposite the name of each candidate for whom the voter wishes to vote and shall place the ballot paper or ballot papers in the ballot box provided. Each person voting shall vote for the full number of candidates required to be elected to fill each office and neither more nor less.
- (ix) All formal voting papers received by the Returning Officer not later than 72 hours immediately prior to the time fixed for that Meeting to commence shall be counted in the ballot.
- (x) The result of the ballot shall be determined by the Returning Officer assisted by such persons (not being candidates) as the Returning Officer sees fit.

- (xi) The Returning Officer shall report in writing the result of the ballot to the chairperson of that Meeting and a copy of the report shall be displayed on the notice board for at least seven (7) days following that Meeting.
- (xii) In the event that votes are equal lots shall be drawn and the successful candidate whose lot is drawn shall be declared as elected.
- (xiii) Any candidate by written notice to the Returning Officer prior to the closing of the poll may appoint a scrutineer to observe the counting of votes but such scrutineer must not impede the Returning Officer.
- (xiv) The Board may direct the Returning Officer to destroy the ballot papers at any time after the expiration of one (1) month after the date of declaration of the election. A candidate who disputes the result of an election and calls for a recount may lodge an objection with the Returning Officer within twenty-four (24) hours of the close of the Meeting at which the ballot was declared. That candidate and any other elected member who could be affected by the dispute may appoint a Scrutineer to act on their behalf during the recount. The recount shall be taken as soon as practicable after the objection is received by the Returning Officer. The result of any recount shall be posted on the notice board for information of members.

VACANCIES ON THE BOARD

- R9.4.1** Subject to compliance with the Law the members entitled to vote in general meeting may by ordinary resolution of which at least 2 months' notice to the Secretary has been given remove any director or directors whomsoever or the whole of the Board from office and subject to R9.2.2 may by ordinary resolution or ordinary resolutions appoint another eligible member or members to fill the vacant office or offices thereby created. The member or members appointed will hold office only until the conclusion of the next Annual General Meeting at which directors are next to be elected by the members.
- R9.4.2** The office of a director will be immediately vacated and a casual vacancy thereby created if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Law and is not given permission to manage the Club under Sections 206F or 206G of the Law;
 - (c) fails to disclose in accordance with the Law the nature of any material personal interest in a matter that relates to the affairs of the Club;

- (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
- (f) by notice in writing given to the Secretary resigns from office;
- (g) becomes prohibited from being a director by reason of any order made under the Act;
- (h) becomes an employee of the Club;
- (i) ceases to hold a qualification by which that person was appointed to or elected to office;
- (j) ceases to be a member;
- (k) ceases to be a member entitled to be or become a director; or
- (l) unless exempted does not complete any training for a registered club director that the person is required to complete, within the prescribed period, pursuant to the Act and Registered Clubs Regulation 2009.

R9.4.3 The Board has power at any time and from time to time to appoint any eligible member to the Board to fill a casual vacancy among those directors normally elected or appointed by the members. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which directors are next to be elected by the members.

POWERS AND DUTIES OF THE BOARD

- R9.5.1** (a) The Board shall be responsible for the management of the business and affairs of the Club.
- (b) Without limiting the general powers of the Board conferred in R9.5.1(a), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the premises of the Club any member or other person (either with or without that member's or person's agreement) in accordance with:
- (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Club's responsible gambling policy (as adopted and amended by the Board from time to time).

R9.5.2 The Board may pay all expenses incurred in promoting and registering the Club and 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, privileges and obligations of members in respect of the Club, except in so far as is otherwise expressly provided by this Constitution, by the Law or the Act. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:

- (a) To delegate any of its powers to committees consisting of such director or directors and/or such members as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any Rule or restriction that may from time to time be imposed upon it by the Board. By right of office the President shall be a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any By-law made by the Board pursuant to this Rule;
- (b) To make such By-laws not inconsistent with this Constitution 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 well-being of members and to amend or rescind from time to time any such By-laws and without limiting the generality hereof particularly for:
 - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management control and trading activities of the Club;
 - (iii) the control and management of the premises of the Club and all other amenities of the Club;
 - (iv) the control and management of all competitions;
 - (v) the conduct of members;
 - (vi) the relationship between members and Club employees;
 - (vii) and generally all such matters as are commonly the subject matter of club rules or By-laws or which by this Constitution are not reserved for decision by the members in general meeting;

- (c) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit;
- (d) To engage, appoint, control, remove, discharge, suspend and dismiss managers, secretaries, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary emoluments or other remuneration of persons so appointed;
- (e) 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;
- (f) To secure 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;
- (g) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or, so far as the Law permits, 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;
- (h) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, reports, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments;
- (j) 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 stock, perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any 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;
- (k) To sell, exchange, lease or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels of the Club and subject to

the Act, to grant a lease or licence of any land of the Club and with the approval of the members entitled to vote in a general meeting, to dispose of any land of the Club, in accordance with the Act

- (l) (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members) eligible for membership of all or any such sections and 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 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.
- (ii) For the purpose of this Rule to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State on such terms and conditions (not inconsistent with this Constitution or the Act) as such controlling body may from time to time require and to pay on behalf of the Club fees to any such controlling body or as required by such body.
- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such bank or 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.
- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (v) Subject as hereinafter provided the constitutions of each such section may be amended from time to time if approved of by three quarters 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.

- (vii) The constitutions of each such section shall not be inconsistent with this Constitution or the procedures prescribed by this Constitution.
 - (viii) 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 therefor and with a recommendation as to further action (if any) to be taken by the Board.
- R9.5.3** Any By-law made under this Constitution or any alterations to or repeal of any such By-law shall come into force and have full effect and authority and be binding upon members after notice thereof has been posted on the notice board or in some other conspicuous place in the premises of the Club for 7 days.
- R9.5.4** The Board shall cause Minutes to be kept and entered in a book provided for the purpose:
 - (a) of all appointments of officers and employees;
 - (b) of names of directors present at all meetings of the Club and of the Board; and
 - (c) of all proceedings and resolutions of the Club and of the Board.
- R9.5.5** A decision of the Board on the construction or interpretation of this Constitution or on any matter arising therefrom is conclusive and binding on the members subject to such construction or interpretation being varied or revised by the members entitled to vote in general meeting or by the Supreme Court.
- R9.5.6** Subject to R.8.3.3 no proposed resolution for the amendment of this Constitution which has not been approved of by the Board will be put to any general meeting.

PROCEEDINGS OF THE BOARD

- R9.6.1** The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that it shall hold a meeting at least once in each month of the year.
- R9.6.2** The President or the Vice-President may at any time and the Secretary shall on the request of not less than 2 directors summon a meeting of the Board which shall be held within 7 days of the request.
- R9.6.3** The President shall act as chairperson of the meetings of the Board and if the President is not present at a meeting or is present but unwilling to act as chairperson the Vice-President shall act as chairperson of the meeting and if the Vice-President is also not present at the meeting or is present but

unwilling to act as chairperson, the other directors present shall elect one of their number to act as chairperson of the meeting.

R9.6.4 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

- R9.6.5**
- (a) A director must in accordance with Sections 191 or 192 of the Law disclose to the first practicable meeting of the Board any material personal interest which that director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
 - (b) The disclosure must include details of the nature and extent of the director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the minutes of that meeting of the Board.
 - (c) Without limiting the application of Section 191(2) of the Law, paragraph (b) of this Rule does not apply to an interest:
 - (i) which the director has as a member of the Club and which is held in common with the other members of the Club; or
 - (ii) which relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
 - (d) A director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) of this Rule in relation to the matter, whether in relation to that or a different director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.
 - (e) Paragraph (d) of this Rule does not apply if:
 - (i) the Board has passed a resolution that identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Club and states that those other directors voting for the resolution are satisfied that the interest should not disqualify the director from voting or being present; or
 - (ii) the Commission has declared or ordered in accordance with Section 196 of the Law that the director may be present while the matter is

being considered at the meeting, vote on the matter or both be present and vote.

- R9.6.6** Subject to R9.6.9 the quorum necessary for transaction of the business of the Board shall be a majority of the directors for the time then being.
- R9.6.7** The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the directors may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club but for no other purpose.
- R9.6.8** All acts done by any meeting of the Board or of a committee or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the Board or of that committee or of that person or that the members of the Board or of that committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or of that committee.
- R9.6.9** A resolution in writing signed by all directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors and shall be deemed to have been passed when the last director signs it.

AUDITOR

Auditor

- R10.1** An Auditor must be appointed in accordance with the Law. The Auditor's duties will be regulated in accordance with the Law and any other law.

Removal of Auditor

- R10.2** Subject to the Law the members entitled to vote in general meeting may by ordinary resolution of which at least 2 months' notice to the Club has been given remove the Auditor and may by ordinary resolution appoint another Auditor to replace the Auditor so removed.

OFFICERS

Appointment of Officers

- R11.1** The Board shall appoint a Secretary as and when the position becomes vacant and such other officers and employees of the Club as it shall think necessary and shall determine the terms and conditions of their employment their duties and remuneration and may from time to time remove any such Secretary, officer or employee.

Duties of Secretary

- R11.2.1** The Secretary shall on all occasions in the execution of the Secretary's office act under the superintendence and control of the Board to which the Secretary shall be responsible and its instructions shall be sufficient authority for any of the Secretary's acts.
- R11.2.2** It shall be the Secretary's duty to conduct and manage the affairs of the Club under the direction of the Board or to act as Secretary or to conduct or manage the affairs of any board or other body in which the Club is connected or interested or which the Board directs the Secretary so to do and to keep or cause to be kept in books provided for that purpose full and accurate minutes of all resolutions and proceedings of all meetings of members as well as all meetings of the Board and to keep a record of the names of directors present and voting at all meetings thereof and to keep or cause to be kept the Register and such other records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operations position and affairs.

Receipt of Monies

- R11.2.3** The Secretary shall be responsible for the receipt of all the monies of the Club and all monies so received shall be paid into the proper account of the Club not later than 5 days after their receipt.

ACCOUNTS, FINANCIAL RECORDS AND REPORTS

Account of Monies Received and Disbursed

- R12.1** The Secretary shall keep or cause to be kept an account of all monies received and disbursed in books to be open to the inspection of the Board at any time and shall at each regular meeting of the Board submit a report showing the financial position of the Club's accounts.

Payments from Club Account

- R12.3** Payments from a Club account shall be made in accordance with the procedure authorised by the Board.

Secretary to Deliver up Books etc.

- R12.4** The Secretary shall when directed by the Board deliver up all books vouchers and property of the Club to any person duly authorised by the Board.

Financial Records

- R12.5** The Club must at all reasonable times make its financial records available in writing for the inspection of directors and any other persons authorised or permitted by or under the Law or any other law to inspect such records.

Annual Financial Reporting to Members

- R12.6.1** The Club must report to members for each financial year by providing, in compliance with the Law, the following:

- (i) financial report;
- (ii) directors' report; and
- (iii) Auditors' report.

A copy of these reports will be published on the Club's website.

A member may by notice to the Club elect to receive a hard copy or an electronic copy of these reports.

- R12.6.2** The financial year of the club shall commence on the first day of May and end on the thirtieth of April in each year.

SEAL

Custody and Use

- R13.1** The Board shall have power to provide a Seal for the purposes of the Club.
- R13.2** The Seal shall be kept in the custody of the Secretary unless otherwise in use.
- R13.3** Unless otherwise determined by the resolution of a general meeting the Seal shall not be used except under the authority of a resolution of the Board.

EXECUTION OF DOCUMENTS

Execution Under Seal

- R14.1** The Club may execute a document (including a deed) with the Seal. Every document to which the Seal is affixed shall be signed by a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

Execution Without the Seal

- R14.2** Notwithstanding anything herein contained the Club may execute a document (including a deed) without using the Seal if that document is signed by a director and countersigned by the Secretary or by a second director or some other person appointed by the Board for that purpose.

SECURITIES

Delivery of

- R15.1** No securities deposited with the banker or other financial institution of the Club shall be delivered to the Club without the order of at least a director and the Secretary.

NOTICES

- R16.1** Any notice, demand, consent or other communication required or intended to be given or served under this Constitution is duly given to or served on:

- (a) a member if, in writing, subject to the Law, it is sent to the electronic address (if any) nominated by the member and or it is sent to the member by other electronic means (if any) nominated by the member, and or published on the Club's website and or published on the notice board and or published in a newspaper of general circulation in the Coffs Harbour Local Government area; and
- (b) the Club - if in writing signed by the member and delivered by hand or sent by prepaid ordinary or security post or by facsimile transmission or e-mail addressed to the Secretary at the Office or to any such other address as may be notified by the Secretary in writing to the member from time to time.

- R16.2** A communication is deemed to be received:-

- (a) if delivered personally on the date of delivery;
- (b) if sent by prepaid ordinary post on the third day after posting;
- (c) if sent by prepaid security post on the date that the acknowledgment of delivery is completed by the recipient; and
- (d) if sent by facsimile on completion of transmission without evidence of garbling or incomplete transmission;
- (e) if sent to an electronic address or if sent by other electronic means or if posted on the Club's website or if posted on the notice board, on the date of such sending or posting as the case may be.

- R16.3** A communication takes effect at the time of its deemed receipt unless it specifies otherwise.

INDEMNITY

Indemnity of Officers

- R17.1** Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by Law out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:
- (a) a liability owed to the Club or a related body corporate; or
 - (b) a liability for a pecuniary penalty order under Section 1317G of the Law or a compensation order under Section 1317H of the Law; or
 - (c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- R17.2** Every person who is or was an officer of the Club may if the Board so determines be indemnified to the maximum extent permitted by Law out of the property of the Club against any legal costs incurred by such an officer except:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Law; or
 - (b) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (c) in defending or resisting proceedings brought by the Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.
- R17.3** The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (a) conduct involving a wilful breach of duty in relation to the Club; or
 - (b) a contravention of Sections 182 or 183 of the Law.

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