



# **Sawtell Bowling and Recreation Club Limited**

ACN 001 064 535

ABN 20 001 064 535

A Public Company Limited by Guarantee

# **Constitution**

as Amended 19<sup>th</sup> April 2026

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## **1. PRELIMINARY**

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### **1.1 Name**

1.1.1 The name of the company is Sawtell Bowling and Recreation Club Limited.

### **1.2 Adoption of Constitution**

1.2.1 This Constitution is adopted on the 14th August 2016 and replaces the constitution in operation immediately prior thereto.

### **1.3 Rules of the Club**

1.3.1 The Replaceable Rules in the Law do not apply.

1.3.2 This Constitution is, for the purposes of and subject to the Law and Act, the rules of the Club.

### **1.4 Definitions**

1.4.1 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) "Chairperson" means the director elected to the role of chairperson of the Board.
- (e) "Club" means the Sawtell Bowling and Recreation Club Limited.
- (f) "Commission" has the meaning ascribed to that word in the Law.
- (g) "Constitution" means the Constitution of the Club as it exists for the time then being.
- (h) "director" means a member of the Board.
- (i) "Director Identification Number" means the number that is referred to by the same words in section 1272C of the Law that a member of the club must have before that member can be elected or appointed to office as a director of the Club.
- (j) "financial" and "financial member" means a member who has renewed their membership by the relevant due date and/or has paid any annual subscription, levy or other payments owing to the Club.
- (k) "full member" means a person who is an ordinary member or a life member of the Club.
- (l) "Gaming Machines Act" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- (m) "honorary member" means a person who is an honorary member of the Club.
- (n) "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.
- (o) "life member" means a person who is elected to membership of the Club for life.
- (p) "Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- (q) "member" is a person who is a full member, a provisional member, an honorary member or a temporary member of the Club.
- (r) "month" means calendar month.
- (s) "notice board" means the board or boards provided in the Office on which notices for the information of members may be posted.
- (t) "Office" means the registered office of the Club for the time then being.

- (u) "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.
- (v) "Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.
- (w) "registered club" has the meaning ascribed to those words in the Act.
- (x) "Register" means the Register of Members kept pursuant to the Act.
- (y) "seal" means the common seal of the Club.
- (z) "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.
- (aa) "Special Resolution" has the meaning ascribed to those words in the Law.
- (ab) "State" means the State of New South Wales.
- (ac) "temporary member" means a person who is a temporary member of the Club.
- (ad) "writing" or "written" includes printing, typing, lithography and other modes of reproducing or representing words in a visible form in the English language.

1.4.2 Except where a contrary intention appears words or expressions shall be interpreted in accordance with the provision of the Law.

## 1.5 Objects

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

- (a) the provision of facilities for the playing of the game of bowls by members and their guests;
- (b) the provision and maintenance of buildings and grounds for recreation and the social enjoyment of members and their guests;
- (c) the provision of such other recreational and social facilities as the Board thinks fit;
- (d) 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.
- (e) 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;
- (f) 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.

1.5.2 **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 2.1.1.

## 1.6 Powers

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

## 2. PROPERTY

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### 2.1 Income and Property

2.1.1 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:

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

- (b) to any member in return for any services actually rendered to the Club;
- (c) for goods sold or hired in the ordinary and usual way of business;
- (d) of interest on money borrowed from any member;
- (e) 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:

- (f) to any salaried office of the Club or;
- (g) 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:

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

## **2.2 Member's Limited Liability**

2.2.1 The liability of each member is limited.

2.2.2 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.

## **2.3 Winding Up**

2.3.1 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 2.1; 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.

## **3. EMPLOYEES**

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### **3.1 General**

3.1.1 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.

3.1.2 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.

## **4. SALE OF LIQUOR AND USE OF POKER MACHINES**

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### **4.1 General**

- 4.1.1 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.
- 4.1.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 4.1.3 A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

## **5. BENEFITS TO MEMBERS**

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### **5.1 General**

- 5.1.1 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.

## **6. MEMBERSHIP**

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### **6.1 General**

- 6.1.1 Deleted.
- 6.1.2 A person under the age of 18 years may be admitted to Junior membership of the Club.
- 6.1.3 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.
- 6.1.4 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.
- 6.1.5 Subject to 6.4.1, 6.4.2 and 6.4.3 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.
- 6.1.6 Subject to 3.1, 6.4.1 and 6.4.2 and 6.4.3 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.
- 6.1.7 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.

### **6.2 Ordinary Members**

- 6.2.1 Ordinary members shall comprise those members who are admitted as such in accordance with this Constitution.
- 6.2.2 Ordinary members shall be divided into the following classes:
- (a) Bowling members
  - (b) Social members
  - (c) Junior members

### **6.3 Eligibility for Various Classes of Ordinary Members**

- 6.3.1 **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.

6.3.2 **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.

6.3.3 **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.

## 6.4 Rights of Ordinary Members

6.4.1 Subject to this Constitution **bowling members** are entitled to all the privileges of the Club.

6.4.2 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 2.1 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.

6.4.3 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;

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

## 6.5 Life Members

6.5.1 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.

6.5.2 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.

## **6.6 Honorary Members**

- 6.6.1 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.
- 6.6.2 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.
- 6.6.3 Honorary members may be relieved of any obligations or liability with respect to the payment of entrance fees and/or subscriptions.
- 6.6.4 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.

## **6.7 Temporary Members**

- 6.7.1 The following persons may at the discretion of the Board be made temporary members:
- (a) Any person whose ordinary place of residence complies with the Act in regards to qualification of temporary membership;
  - (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.
- 6.7.2 A temporary member shall not be required to pay an entrance fee or an annual subscription.
- 6.7.3 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.
- 6.7.4 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.
- 6.7.5 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 6.7.1(c).
- 6.7.6 When a temporary member (other than a person admitted under 6.7.1(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.

6.7.7 The Board or the Secretary may at any time refuse a temporary member admission to the Club, remove a temporary member from the premises of the Club at any time and/or cancel the membership of any temporary member without notice and without assigning any reason thereof.

## **6.8 Provisional Members**

6.8.1 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 (if any).

6.8.2 A Provisional member may have the privileges enjoyed by members of the class of ordinary membership applied for by that person except those conferred by 6.1.5 and 6.1.6.

6.8.3 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 (if any) will be refunded.

6.8.4 The Board or the Secretary may remove a provisional member from the premises of the Club at any time and/or cancel the provisional membership of any person without notice and without assigning any reason therefor.

## **6.9 Patrons**

6.9.1 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.

## **6.10 Transfer of Membership**

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.

6.10.2 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.

## **6.11 Absentee List**

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.

## **6.12 Admission to Membership**

6.12.1 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.

6.12.2 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 writing, either in hard form or created electronically and contain such particulars as are from time to time prescribed by the Board, including the full name, address, email address and

telephone number 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.

- 6.12.3 Except in the case of an electronic application for membership in accordance with Rule 6.12.4, 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 (if any);
  - (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:
    - (i) 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;
    - (ii) a Photo Card issued under the Photo Card Act 2005;
    - (iii) 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.
    - (iv) passport;
    - (v) 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.
- 6.12.4 Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By-law from time to time.
- 6.12.5 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 .
- 6.12.6 A person whose application has been signed by the Secretary in accordance with Rule 6.12.5 and who has paid the entrance fee (if any) and the appropriate annual subscription (if any) may become a Provisional member in accordance with Rule 6.8.1.
- 6.12.7 The full name of each applicant for membership whether it is in hard form or created electronically, shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- 6.12.8 An interval of at least fourteen (14) days shall elapse between the Club's receipt of the nomination form (including an electronic nomination form in accordance with Rule 6.12.4 above) of a person for election and the election of that person to membership of the Club.
- 6.12.9 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.
- 6.12.10 When a person has been elected to membership the Secretary may give notice of the same to that person who shall thereupon be a member and bound by this Constitution.
- 6.12.11 A copy of this Constitution will be published on the Club's website.

## **6.13 Entrance Fees and Annual Subscriptions**

- 6.13.1 For the purposes of section 30(2B) of the Act, the Board shall determine the joining fees, subscriptions, and other payments payable by members of the Club.

- 6.13.2 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.
- 6.13.3 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.

## **6.14 Register of Members and Guests**

- 6.14.1 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 6.7.1(c).
  - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.
- 6.14.2 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.
- 6.14.3 Every member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as is practical following the change to their details.

## **6.15 Resignation of Membership**

- 6.15.1 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.
- 6.15.2 The date of resignation of a member resigning in accordance with the provisions of 6.15.1 shall be the date on which the notice of resignation is received by the Secretary.
- 6.15.3 Every person ceasing to be a member shall thereby forfeit all rights as a member.

## **6.16 Disciplinary Proceedings**

- 6.16.1 Subject to this Rule 6.16.1, the Board shall have the power to reprimand, fine, suspend for such period as it considers fit, expel or accept the resignation of any member if that member:
- (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-law; or
  - (b) is, in the reasonable opinion of the Board:
    - (i) guilty of any conduct prejudicial to the interests of the Club; or
    - (ii) guilty of conduct which is unbecoming of a member.
  - (c) The following procedure shall apply to disciplinary proceedings of the Club:
    - (i) A member shall be notified of:
      - (1) any charge against the member pursuant to this Rule;
      - (2) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;
      - (3) the date, time and place of the meeting of the Board at which the charge is to be heard.
    - (d) The member charged shall be notified of the matters in paragraph (c) of this Rule 6.16.1 by notice in writing seven (7) days before the meeting of the Board at which the charge is to be heard.
    - (e) The member charged is entitled to:

- (i) attend the meeting for the purpose of answering the charge; and
- (ii) may submit to the meeting written representations for the purpose of answering the charge;
- (iii) call witnesses provided that:
  - (1) If a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
  - (2) The Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting.
- (f) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (g) If the member charged does not comply with the warning given in accordance with paragraph (f) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (h) 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.
- (i) 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 Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (j) After the Board has considered all the evidence put before it, the Board may:
  - (i) immediately come to a decision as to the member's guilt in relation to the charge; or
  - (ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (k) After the Board has come to a decision as to the member's guilt in relation to the charge it must:
  - (i) In the case of a decision under Rule 6.16.1(j)(i), immediately inform the member of the Board's decision; or
  - (ii) In the case of a decision under Rule 6.16.1(j)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (l) If the member charged has been found guilty, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
  - (i) at the meeting or afterwards; and
  - (ii) by way of verbal or written submissions or a combination thereof.
- (m) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (n) 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.
- (o) In the event that a notice of charge is issued to a member pursuant to paragraph (c) 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.

- (p) 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.
- (q) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
- (r) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 6.16.1 is not strictly complied with provided that there was no substantive injustice for the member charged.

6.16.2 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 this Rule will continue for 6 weeks or until the meeting, notice of which is given to the member pursuant to 6.16.1, whichever is the earlier.

6.16.3 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.

6.16.4 No appeal whatsoever shall lie from a decision and action of the Secretary or the senior employee pursuant to 6.16.2 nor shall any appeal whatsoever lie from a decision of the Board or of a disciplinary committee pursuant to 6.16.1 nor shall any member suspended and removed from the premises of the Club pursuant to 6.16.2 or reprimanded, suspended or expelled pursuant to 6.16.1 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.

## **7. GUESTS**

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### **7.1 Guests of Members**

7.1.1 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.

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

## **8. GENERAL MEETINGS**

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### **8.1 Annual General Meeting**

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

### **8.2 Business of Annual General Meeting**

8.2.1 The business of the Annual General Meeting shall be:

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

### **8.3 Special General Meetings**

8.3.1 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.

8.3.2 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.

8.3.3 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.

## **8.4 Notice of General Meeting and of Business**

- 8.4.1 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.
- 8.4.2 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.
- 8.4.3 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.

## **8.5 Quorum at General Meetings**

- 8.5.1 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.
- 8.5.2 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.

## **8.6 Chairperson of Meetings**

- 8.6.1 All meetings shall be presided over by the Chairperson 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 Chairperson from any meeting the Vice- Chairperson shall preside thereat and if the Chairperson and the Vice- Chairperson 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- Chairperson or such director as the case may be shall have the powers of the Chairperson.

## **8.7 Voting & Ballot**

- 8.7.1 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.
- 8.7.2 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.
- 8.7.3 A demand for a poll may be withdrawn.
- 8.7.4 Voting by proxy is not permitted.
- 8.7.5 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.
- 8.7.6 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.

## **8.8 Declaration**

- 8.8.1 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.

## **8.9 Adjournment of General Meeting**

- 8.9.1 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.
- 8.9.2 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.
- 8.9.3 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.
- 8.9.4 The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Law. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement of any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 8.9.5 The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Law.
- 8.9.6 The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 8.9.7 If permitted by the Law, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Law shall apply to such meetings and to the extent of any inconsistencies between the Law and the Constitution, the provisions of the Law shall prevail.

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

- 8.10.1 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.
- 8.10.2 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.

## **8.11 Minutes of general meeting**

- 8.11.1 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.
- 8.11.2 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.

## **9. BOARD**

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### **9.1 Office Bearers**

9.1.1 The office-bearers shall consist of a Chairperson and one Vice-Chairperson .

### **9.2 The Board**

9.2.1 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.

9.2.2 Not more than 7 directors shall be elected or appointed by the members as provided for herein to serve a 2 year term.

9.2.3 Not more than 2 directors may be appointed by the Board and notwithstanding 6.4.2 any such appointee may be any full member other than a Junior Member.

9.2.4 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.

### **9.3 Election of Directors**

9.3.1 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.

9.3.2 The Chairperson and the Vice- Chairperson shall be appointed from among their number by the Board at its first meeting after election.

9.3.3

- (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) Notwithstanding any other Rule in this Constitution, to be eligible to nominate for election to the Board a member must:
  - (i) Have been a financial member of the Club for at least two (2) years immediately preceding the proposed date of election to the Board; and
  - (ii) Not have been subject to a suspension of their membership for any time in the last five years;
  - (iii) Hold a Directors Identification Number as required by Law;
  - (iv) Not be disqualified from managing any company under Law;
  - (v) Not be of unsound mind or whose person or estate is liable to be dealt with any way under the Law related to mental health;

- (vi) Not be prohibited from being a director by reason of any order or declaration made under the Liquor Act, the Act, the Law or any other applicable legislation;
  - (vii) Not be under suspension pursuant to Rule 6.16.1;
  - (viii) Not be an employee of the club.
- (f) 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.
- (g) If insufficient nominations are received for the number required to be elected the chairperson of that Meeting shall declare those nominated duly elected and the unfilled positions shall be casual vacancies for the purposes of Rule 9.4.3.
- (h) 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.
- (i) 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.
  - (vi) 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.

## **9.4 Vacancies on the Board**

- 9.4.1 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 9.2.2 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.
- 9.4.2 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, unless the Board determines that their office is not vacant as a result of that absence;
  - (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.
  - (m) was not eligible to stand for or be elected or appointed to the Board;
  - (n) is convicted of an indictable offence (unless no conviction is recorded);
  - (o) is not a financial member of the Club;
  - (p) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
  - (q) is removed from office as a director in accordance with the Law and this Constitution.

- 9.4.3 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.
- 9.4.4 A member shall not be entitled to be elected or appointed to the Board if he or she does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board.

## **9.5 Powers and Duties of the Board**

### **9.5.1**

- (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 9.5.1(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).

### **9.5.2**

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 Chairperson 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 and/or dissolve 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.
- (vi) The constitutions of each such section shall not be inconsistent with this Constitution or the procedures prescribed by this Constitution.
- (vii) 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.

9.5.3 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.

9.5.4 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.

9.5.5 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.

9.5.6 Subject to 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.

## **9.6 Proceedings of the Board**

9.6.1 The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided it shall hold a meeting in at least ten of the months in the year for the transaction of business.

9.6.2 The Chairperson or the Vice-Chairperson 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.

9.6.3 The Chairperson shall act as chairperson of the meetings of the Board and if the Chairperson is not present at a meeting or is present but unwilling to act as chairperson the Vice-Chairperson shall act as chairperson of the meeting and if the Vice-Chairperson 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.

9.6.4 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.

- 9.6.5 Subject to 9.6.8 the quorum necessary for transaction of the business of the Board shall be a majority of the directors for the time then being.
- 9.6.6 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.
- 9.6.7 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.
- 9.6.8 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.

## **9.7 Material Personal Interests of Directors**

- 9.7.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- (a) Declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 9.7.2.
- 9.7.2 Notwithstanding anything contained in the Law, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
  - (b) must not be present while the matter is being considered at the meeting.

## **9.8 Registered Clubs Accountability Code**

- 9.8.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 9.8. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 9.8, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- 9.8.2 For the purposes of this Rule 9.8.1, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Act and Registered Clubs Regulations.

## **9.9 Contracts with Top Executives**

- 9.9.1 The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- (a) the top executive's terms of employment; and
  - (b) the roles and responsibilities of the top executive;
  - (c) the remuneration (including fees for service) of the top executive;
  - (d) the termination of the top executive's employment.
- 9.9.2 Contracts of employment with top executives:
- (a) will not have any effect until they are approved by the Board; and
  - (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

## **9.10 Contracts with Directors or Top Executives**

- 9.10.1 Subject to any restrictions contained in the Act and Rule 9.10, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 9.10.2 A "pecuniary interest" in a company for the purposes of Rule 9.10.1 does not include any interest exempted by the Act.

## **9.11 Contracts with Secretary and Manager**

- 9.11.1 Unless otherwise permitted by the Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a manager; or
  - (b) any close relative of the Secretary or a manager;
  - (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

## **9.12 Loans to Directors and Employees**

- 9.12.1 The Club must not:
- (a) lend money to a director of the Club; and
  - (b) unless otherwise permitted by the Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

## **9.13 Restrictions on the Employment of Close Relatives of Directors and Top Executives**

- 9.13.1 A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 9.13.2 If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

## **9.14 Disclosures by Directors and Employees of the Club**

- 9.14.1 A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (a) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;
  - (e) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rules 9.8 to 9.16.

## **9.15 Training Disclosures**

- 9.15.1 The Club must make available to members:

- (a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
- (b) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

9.15.2 The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **9.16 Provision of Information to Members**

9.16.1 The Club must:

- (a) Make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates; and
- (b) Indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **10. AUDITOR**

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### **10.1 Appointment**

10.1.1 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.

### **10.2 Removal**

10.2.1 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.

## **11. OFFICERS**

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### **11.1 Appointment**

11.1.1 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.

### **11.2 Duties of Secretary**

11.2.1 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.

11.2.2 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.

11.2.3 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.

## **12. ACCOUNTS, FINANCIAL RECORDS AND REPORTS**

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### **12.1 Account of Monies Received and Disbursed**

12.1.1 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.

### **12.2 Payments from Club Account**

12.2.1 Payments from a Club account shall be made in accordance with the procedure authorised by the Board.

### **12.3 Secretary to Deliver up Books etc.**

12.3.1 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.

### **12.4 Financial Records**

12.4.1 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.

### **12.5 Annual Financial Reporting to Members**

12.5.1 The Club must report to members for each financial year by providing, in compliance with the Law, the following:

- (a) financial report;
- (b) directors' report; and
- (c) 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.

12.5.2 The financial year of the club shall commence on the first day of May and end on the thirtieth of April in each year.

## **13. SEAL**

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### **13.1 Custody and Use**

13.1.1 The Board shall have power to provide a Seal for the purposes of the Club.

13.1.2 The Seal shall be kept in the custody of the Secretary unless otherwise in use.

13.1.3 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.

## **14. EXECUTION OF DOCUMENTS**

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### **14.1 Execution Under Seal**

14.1.1 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.

## **14.2 Execution Without the Seal**

- 14.2.1 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.

## **15. SECURITIES**

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### **15.1 Delivery of**

- 15.1.1 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.

## **16. NOTICES**

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### **16.1 General**

- 16.1.1 Without limiting the provisions of the Law, a notice may be given by the Club to any member either:
- (a) Personally;
  - (b) By sending it by post to the address of the member;
  - (c) By sending it to the electronic address of the member;
  - (d) by notifying the member, either personally, by post, or electronically, that the notice is available and how the member can access the notice.
- 16.1.2 Where a notice is sent to a member in accordance with Rule 16.1.1(a), the notice is deemed to be received on the day it is given to the member.
- 16.1.3 Where a notice is sent to a member in accordance with Rules 16.1.1(b) and 16.1.1(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.
- 16.1.4 Where a notice is sent to a member in accordance with Rule 16.1.1(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

## **17. INDEMNITY**

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### **17.1 Indemnity of Officers**

- 17.1.1 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.
- 17.1.2 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.

17.1.3 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.

## **18. MEETINGS AND VOTING**

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### **18.1 General**

18.1.1 In accordance with section 30C(3) of the Act, the Club, the Board or a committee of the Club may (but it is not required to):

- (a) Distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means; and/or
- (b) Hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
- (c) Allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

18.1.2 If there is any inconsistency between Rule 18.1.1 and any other provision of this Constitution, Rule 18.1.1 shall prevail to the extent of that inconsistency.

## **19. LIQUOR AND GAMING**

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### **19.1 General**

19.1.1 Notwithstanding any other provision of this Constitution, and having regard to the harm minimisation objects of the Liquor Act (in relation to the responsible service of liquor) and the Gaming Machines Act (in relation to the responsible conduct of gambling), the Board has power to:

- (a) implement house polices for the responsible service of liquor and the responsible conduct of gambling; and
- (b) include in those polices measures to assist in the harm minimisation objects;
- (c) take steps to enforce those policies;
- (d) without limiting the generality of Rule 19.1.1(c), include in those polices provisions allowing the Club to prevent anyone (including members) from entering the premises if the Board, the Secretary or the Secretary's delegate determine that such action is necessary for the purposes of these policies.

19.1.2 The principles of natural justice and procedural fairness do not apply to the exclusion of any person from the premises of the Club pursuant to Rule 19.1.1.