

CORPORATIONS LAW

A Public Company Limited by Guarantee
And not having a Share Capital

**CONSTITUTION
OF
TOONGABBIE SPORTS AND BOWLING CLUB**

As amended 23 September 2013

ACN 001 050 371
ABN 32 001 050 371

NAME

1. The name of the company is "Toongabbie Sports and Bowling Club Limited".

DEFINITIONS AND INTERPRETATIONS

2. In this Constitution except to the extent of any inconsistency:

"Annual General Meeting" means the annual general meeting held each year as required by the Law and this Constitution.

"Authority" means the Independent Liquor and Gaming Control Authority constituted under the Gaming and Liquor Administration Act 2007

"Board" means the Directors of the Club.

"By-laws" means the By-laws of the Club for the time being in force

"Club" means Toongabbie Sports and Bowling Club Limited.

"Disciplinary Committee" means a committee of three or more directors.

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

"Gaming Machine Act" means the Gaming Machine Act, 2001.

"Law" means the Corporations Act 2001.

"Liquor Act" means the Liquor Act, 2007.

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

"Month" means calendar month.

"Notice Board" means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

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

"Officer" means an officer as defined in Section 9(1) of the Law.

"Public Lotteries Act" means the Public Lotteries Act 1996.

"Register" means the register of members kept pursuant to the Law and the Registered Clubs Act.

"Registered Clubs Act" means the Registered Clubs Act, 1976.

"Registered Clubs Regulation" means the Registered Clubs Regulation 2009.

"Totalizator Act" means the Totalizator Act, 1997.

"Written" or "in writing" includes printing lithography and other modes of reproducing or representing words in a visible form.

The singular includes the plural and vice versa.

Words importing any gender include every other gender.

References to any statutory enactment or regulation means references to the enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.

This Constitution is for the purposes of the Registered Clubs Act and for all purposes deemed to be the rules of the Club.

Headings have been inserted for convenience only and shall not define, limit, construe or describe the scope or intent of any of the clauses in this Constitution, nor limit or govern the construction of this Constitution.

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club at a General Meeting or by the Supreme Court of New South Wales.

REQUIREMENTS OF THE LAW AND THE REGISTERED CLUBS ACT

4. The "replaceable rules" which are contained in the Law are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
5. The Club is established for the objects set out in this Constitution.
6. (a) The Club shall be a non-proprietary Club.

- (b) Subject to the provisions of Section 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
- (b) Any Profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the members of the Club.
8. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on invitation and in the company of a member; provided that this paragraph 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 Section 23 of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen [18] years.
- (c) A person under the age of eighteen [18] shall not use or operate poker machines on the premises of the Club.

OBJECTS

9. The objects for which the Club is established are:
- (a) To promote, support, stage and cater for the games of Lawn Bowling (Bowls) and any other sport or recreational pastime whether indoor or outdoor and to supply, erect and provide all facilities of or ancillary, these to include clubhouses with all forms of accommodations and refreshments.
- (b) To take over, hold or otherwise acquire all of the assets, undertakings and liabilities of the unincorporated club known as "Toongabbie Bowling and Recreation Club" from the present trustees thereof or otherwise and to assume and continue the functions of the same unincorporated club.
- (c) To provide bowling greens and grounds at Toongabbie or elsewhere and to lay out, prepare and maintain the same for bowls or any other sport or recreational pastime and to obtain and provide clubhouses, pavilions, necessary offices, kitchens, refreshment rooms, bars, restaurants and dining rooms, amusement machines and devices, general plant, machinery, stock and other conveniences in connection therewith and to furnish, alter, exchange and maintain the same and to permit the same and the property of the Club to be used by and for the members and other persons either gratuitously or for payment in such manner as may from time to time be decided upon.
- (d) To make, buy, sell, lease, hire and deal in all kinds of bowls equipment, apparatus, clothing and also all types of sporting equipment, apparatus and clothing.
- (e) To promote the use of clubhouses and other property of the Club, by such persons, companies or organisations and upon such terms as may be deemed desirable.
- (f) To hire, employ and dismiss any staff or officials required by the Club and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (g) To print and publish any newspapers, periodicals, books or leaflets that the Club may deem desirable for the promotion of its objects.
- (h) To subscribe to any charities or to grant donations for any purpose.
- (i) To promote, hold and conduct, either alone or jointly with any other association, club or persons, meetings, matches, competitions and exhibitions in relation to bowls or any other sports and recreational pastimes and to offer, give or contribute towards prizes, trophies, medals or awards and to give or guarantee prize money or expenses in connection with any such meetings, matches, competitions and exhibitions and to promote, give or support dinners, balls, concerts and other entertainment's.
- (j) To purchase, hire, take on lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may deem necessary or convenient for the carrying out of any of its objects.
- (k) To give, sell, mortgage, charge, exchange, hire, lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part thereof.
- (l) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.
- (m) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferable instruments.
- (n) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.

(o) In furtherance of the objects of the Club to apply for and obtain and hold a Club license or any other license or licenses or Certificates of Registration under the Liquor Act or Laws or any other Act or Laws for the time being operative and/or a license under the Gaming Machines Act, Public Lotteries Act, Totalizator Act or Laws or any other Act or Laws from time to time being operative and for such purpose to appoint if necessary or desirable a secretary or secretaries or manager or managers or other officer or officers to act as licensee or licensees and hold the license or licenses on behalf of the Club.

(p) In furtherance of the objects of the Club to obtain and hold any license or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions etceteras required, used or desired by members.

(q) To take or reject any gift of property, money or goods whether subject to any special trust or not.

(r) To affiliate, co-operate or associate with any other club, society, institution or association having similar objects to the Club.

(s) To establish, promote or assist in establishing and promoting and to subscribe to or become a member of any association having similar objects to the Club.

(t) To do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects.

(u) To amalgamate with other registered clubs as may be permitted by law

And it is hereby declared that in the interpretation of this Clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Clause is to be construed so as to widen and not restrict the powers of the Club.

10. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club. Provided further that member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing herein shall be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent or hire of goods or rent for premises demised to the Club.

WINDING UP

11. The liability of the members of the Club is limited.

12. Each member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding ten [10] dollars.

13. If upon 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 of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominately for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

14. The number of members of the Club is declared not to exceed the maximum permissible under the Registered Clubs Act PROVIDED THAT in no circumstances will the number of Full members entitled to attend and vote at meetings of the Club be less than a majority of the total number of Full members.

15. The Members of the Club consist of the following:

(a) All persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club.

(b) Such other persons as the Board admit to membership in accordance with this Constitution.

16. The membership of the Club is divided into the following categories:

(a) Ordinary Members;

(b) Life Members;

(c) Honorary Members;

(d) Temporary Members;

- (e) Provisional Members.
17. Ordinary membership of the Club consists of the following classes or classifications:
- (a) Ordinary Member (Bowling);
 - (b) Ordinary Member (Non-Bowling);
 - (c) Ordinary Member (Junior).
 - (d) Ordinary Member (Cumberland Community Member)
18. (a) “Ordinary Member (Bowling)” means a person who having been elected Ordinary Member (Bowling) has paid the entrance fee (if any) and the applicable annual subscription or a person deemed to be an Ordinary Member (Bowling) pursuant to paragraph (a) of Clause 15. An Ordinary Member (Bowling) is entitled to all the playing and social privileges and advantages of the Club and is entitled to attend and vote at any meetings of the Club. A person deemed to be an Ordinary Member (Bowling) pursuant to paragraph (a) of Clause 15 is deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year. An Ordinary Member (bowling) may at any time make written request for Board’s approval for transfer to status of Ordinary Member (Non-Bowling).
- (b) “Ordinary Member (Non-Bowling)” means a person who having been elected an Ordinary Member (Non-Bowling) has paid the entrance fee (if any) and the applicable annual subscription or a person deemed to be an Ordinary Member (Non-Bowling) pursuant to paragraph (a) of Clause 15. An Ordinary Member (Non-Bowling) is entitled to all the social privileges and advantages of the Club, and is entitled to attend and vote at any meetings of the Club, but is not entitled to vote on special resolutions to amend this Constitution, is not entitled to play bowls but is entitled to play all other games, recreations or pastimes which may be conducted by the Club. A person deemed to be an Ordinary Member (Non-Bowling) pursuant to paragraph (a) of Clause 15 is deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year. An Ordinary Member (Non-Bowling) may at any time make written request for Board’s approval for transfer to status of Ordinary Member (Bowling).
- (c) “Ordinary Member (Junior)” means a person under the age of eighteen [18] years who having been elected an Ordinary Member (junior) has paid the entrance fee (if any) and the applicable annual subscription or a person deemed to be an Ordinary Member (Junior) pursuant to paragraph (a) of Clause 15 Subject to the provisions of the Registered Clubs Act, an Ordinary Member (Junior) is entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board may determine but will not be entitled to attend and vote at any meetings of the Club. A person deemed to be an Ordinary Member (Junior) pursuant to paragraph (a) of Clause 15 is deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.
- (d) “Provisional Member” means a person who has paid the entrance fee (if any) and the applicable annual subscription for one of the categories of ordinary membership set out in paragraphs (a) to (c) above but who has not been elected to that category of membership. A Provisional Member is entitled to all of the privileges and advantages of the category of membership for which that person has applied but is not entitled to vote at any meetings of the Club. A person will cease to be a Provisional Member upon approval or refusal of that person’s application by the Board in accordance with Clause 24.
- (e) (i) Cumberland Community class are those persons who were members of Cumberland Community Club Limited and who are admitted to membership of the club pursuant to rule 26A for the purpose of the amalgamation between the club and the Cumberland Community Club Limited.
- (ii) included in the Cumberland Community member class will be a sub class of life members of Cumberland who will be identified within that class as a sub class known as the “Cumberland Community Club Life Members Sub Class” who will be identified by special badge and who will remain within that sub-class or such other relevant class as long as they remain as members of the amalgamated club.
19. (a) “Life Member” means any Ordinary Member (Bowling) who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any General Meeting by a four-fifths (4/5) majority of the members present and entitled to vote, as a Life Member of the Club provided that such nomination is made in writing by two Ordinary Members (Bowling) or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
- (b) A Life Member is entitled to all the rights privileges and advantages to which an Ordinary Member (Bowling) is entitled under this Constitution.
- (c) A Life Member is not obliged to pay any annual subscriptions.
20. (a) “Honorary Member” means a person admitted as an Honorary Member of the Club in accordance with this Constitution.
- (b) A person must not be admitted as an Honorary Member unless the person has the qualifications as specified in this Constitution requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club.
- (c) At the discretion of the Board any person who is a patron of the Club or is a prominent local citizen or local dignitary be admitted as Honorary Member.
- (d) Honorary Members are entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on the invitation of, the Board,

- (e) The Board has power to determine the duration of the honorary membership and to cancel the honorary membership of any person at any time without assigning any reason.
 - (f) Honorary Members are not entitled to attend or vote at any meeting of the Club or to be elected or appointed as Officers of the Club.
 - (g) Honorary Members are not obliged to pay any entrance fee and/or annual subscriptions.
21. (a) "Temporary Member" means a person admitted as a Temporary Member in accordance with this Constitution.
- (b) A person must not be admitted as a Temporary Member unless he has the qualifications as specified in this Constitution requisite and appropriate in relation to the purposes of the Club for temporary membership of the Club.
- (c) The following may at the discretion of the Board or the Chief Executive Officer be admitted as Temporary Members of the Club:
- (i) A person whose permanent place of residence in New South Wales is at least five [5] kilometres from the Club' defined premises or such greater distance as may be determined from time to time by the Board or By-law pursuant to this Constitution;
 - (ii) A Full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (iii) A Full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or Full Member of the Club, 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, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (iv) An interstate or overseas visitor.
- (d) Temporary Members are entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by or on the invitation of, the Board or the Chief Executive Officer from time to time.
- (e) The Board or the Chief Executive Officer has the power to cancel the temporary membership of any person at any time without assigning any reason.
- (f) Temporary Members are not entitled to attend or vote at any meetings of the Club or to be elected or appointed as Officers of the Club.
22. No person under the age of eighteen years may be admitted as a member of the Club other than as an Ordinary Member (Junior).
23. Patrons may be appointed from time to time by the members in General Meeting and they will then be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club may also be entitled to exercise all the privileges and advantages of such membership.

ADMISSION OF MEMBERS

24. (a) (i) Candidates for Ordinary Member (Bowling) and Ordinary Member (Junior) must be proposed by one Full Member (other than Ordinary Member (Non Bowling) or Ordinary Member (Junior)) and seconded by another Full Member (other than Ordinary Member (Non Bowling) or Ordinary Member (Junior)) of the Club. The nomination form shall set out the full name address and occupation of the nominee and must be in the form and contain such particulars as are from time to time determined by the Board and must be signed by the proposer, the seconder and nominee.
- (ii) The nomination form for candidates for Ordinary Member (Non Bowling) shall set out the full name, address and occupation of the nominee and contain such particulars as are from time to time determined by the Board of Directors and must be signed by the nominee.
- (b) The application for ordinary membership must, if required under By-law, be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- (c) The application for ordinary membership must be lodged with the Chief Executive Officer and particulars of the nomination for ordinary membership must be posted on the Notice Board and must remain posted for at least seven [7] days prior to the date of the meeting of the board at which the application is to be considered.
- (d) An interval of at least fourteen [14] days must elapse between the date of application and the date of election of any candidate.
- (e) The election of Ordinary Members must be by the Board at a meeting or meetings duly convened. The Chief Executive Officer of the Club must keep a record of the names of the members of the board present and voting at such meeting and the names of the members elected.
- (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Chief Executive Officer must return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.
- (g) The Board has the power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by this Constitution.

25. Upon election the nominee will become a member of the Club and will be bound by the Constitution and By-laws of the Club.
26. Admission of members pursuant to amalgamation

- (a) A person shall be admitted as an ordinary member of the club pursuant to an amalgamation if that person:
 - (i) is an ordinary member (as defined in the Registered Clubs Act 1976) of a registered club in respect of which conditional approval of the Authority to amalgamate with the club, has been granted pursuant to the Registered Clubs Act 1976; and
 - (ii) has agreed to be a member of the club pursuant to the amalgamation.
- (b) The agreement referred to in paragraph (a) (ii) of this clause must be:
 - (i) in writing or to the effect of the schedule to paragraph (c) of this clause; and
 - (ii) received by the club.
- (c) As soon as practicable after conditional approval of an amalgamation as referred to in paragraph (a)(i) of this clause has been granted, the club shall forward to each person referred to in that paragraph an invitation to become a member of the and a form of agreement in or to the same effect as is set out below:

Schedule

Consent to membership of club

I, _____
Print name

Hereby agree to be a member of Toongabbie Sports and Bowling Club Limited and
Agree to be bound by the rules and constitution of that club

Date

Signature

- (d) Upon receipt of such acceptance Toongabbie retains the option to transfer members admitted pursuant to amalgamation to other classes of membership (while retaining them as a separate class of membership as required by the Registered Clubs Act) and will consider transferring those members who are lawn bowlers, who wish to join the lawn bowling section of Toongabbie to the Ordinary Member (Bowling) class of Toongabbie, or any other class.
- (e) Subject to compliance with sections 30(1) (g) 30(2) (a) and section 30(2) (b) of the Registered Clubs Act 1976 any person satisfying the requirements of this rule shall be forthwith entered in the register of members of the club as an ordinary member and shall from the date of entry on the register be an ordinary member of the club.”

CESSATION OF MEMBERSHIP

27. A Member may at any time by giving notice in writing to the Chief Executive Officer resign as a Member of the Club but will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding ten dollars [\$10.00] as a Member of the Club under Clause 12.
28. (a) If a Member willfully infringes any of this Constitution or the By-Laws, or uses, is in possession of or supplies any drug of addiction or restricted substance (both as defined in the Poisons and Therapeutic Goods Act 1966 No 31) other than a prescribed restricted substance for the Member’s own use in accordance with the prescription, on the Club premises, or is in the opinion of the Disciplinary Committee guilty of conduct unbecoming of a Member or is in the opinion of the Disciplinary guilty of any conduct prejudicial to the interests of the Club the Disciplinary Committee has the power by resolution to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such Member PROVIDED THAT:
- (i) At least seven [7] days before the meeting at which any resolution is passed the Member concerned has been notified in writing to his registered address of the intention of the Disciplinary Committee to consider the matter and requested to be present at the meeting and that he will at such meeting and before any such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he may think fit. If the Member fails to attend at the time and place specified without reasonable excuse the matter will be heard and dealt with and the Disciplinary Committee will decide on the evidence before it his absence notwithstanding. Any decision of the

Disciplinary Committee on which hearing or any adjournment of it is final and the Disciplinary Committee may at its discretion order the refund of any subscription or any part of it to any Member during the current financial year in which he is expelled or suspended.

- (ii) The meeting must be held within five [5] weeks of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board or Disciplinary Committee provided that the alleged offence, infringement or misconduct is not subject to criminal or civil proceedings.

- (iii) Any resolution under this Clause must be by secret ballot and passed by not less than two-thirds of the Members of the Disciplinary Committee present at such meeting.

(b) Any Member notified or any Member proposed to be notified in accordance with paragraph (a) may immediately be suspended on the vote of a simple majority of the Board or Disciplinary Committee from the exercise of all or any of the privileges of membership until such time as the meeting is held.

(c) Any resolution of the Disciplinary Committee pursuant to paragraph (a) need not state the grounds, facts or opinions upon which it is based.

(d) No Member dealt with in accordance with this Clause has any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any Member thereof by reason of such reprimand, suspension or expulsion or by reason of any act or thing arising from or relating to it.

29. The Chief Executive Officer or his delegated officer or employee shall have power to suspend any member from membership of the Club:

- (a) Who is intoxicated, violent, quarrelsome or disorderly; or
- (b) Whose presence on the premise of the Club renders the Club or the Chief Executive Officer of the Club liable to a penalty under the Registered Clubs Act or Liquor Act; or
- (c) Who is the subject of a pending disciplinary proceeding.

Any suspension pursuant to this Clause shall be for a maximum period of one month only and the Chief Executive Officer shall make a written report of the circumstances giving rise to the suspension to the Board within seven [7] days of the suspension being imposed.

30. Every person ceasing to be a Member of the Club whether by retirement, expulsion, death, neglecting to pay the annual subscription or otherwise will forfeit all rights as a Member of the Club but remains liable for any moneys due or payable under Clause 12.

ADDRESS OF MEMBERS

31. Every person must on becoming a Member furnish to the Chief Executive Officer particulars of his address and occupation if those particulars have not already been stated on the application for membership and must notify the Chief Executive Officer in writing of any subsequent change of address. The address so given will be deemed to be the Member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

32. The Chief Executive Officer must keep a Register of:

- (a) Persons who are Ordinary and Life Members.
- (b) Persons who are Honorary or Temporary Members, other than persons admitted as Temporary Members pursuant to subsection (iii) of paragraph (c) of Clause 21; and
- (c) Guests of Members admitted pursuant to Clause 87.
- (d) (i) Persons who are Ordinary Members (Cumberland Community Members) for the time being, and within that class persons who are Cumberland Community Life Members for the time being

The register of Ordinary and Life Members must contain the full name, address and occupation of each Member, the date upon which his name was first entered in the register and the date upon which he paid his last annual subscription.

The register of Honorary and Temporary Members must contain the full name and address of such Member and, where appropriate, the dates of the period of membership.

VOTES OF MEMBERS

33. (a) Only the following persons are entitled to attend and vote at any meetings of the Club:

- (i) Ordinary Members (Bowling);
- (ii) Ordinary Members (Non-Bowling);
- (iii) Life Members.

PROVIDED THAT Ordinary Members (Non-Bowling) are not entitled to vote on any special resolution to amend this Constitution.

(b) Every Member when eligible to vote is entitled to vote both on a show of hands and on the taking of a poll and, subject to Clause 73, has one vote.

(c) No Member who is also an employee of the Club is eligible to vote at any meetings of the club.

34. No Member is entitled to be present or vote at any meeting of the Club or to be elected or appointed to any office unless he has paid all or any entrance fees and annual subscriptions due to the Club at the time of such meeting, election or appointment and all other moneys for which he became liable more than seven [7] days prior to the date of such meeting, election or appointment.

SUBSCRIPTIONS AND ENTRANCE FEE

35. The annual subscription payable by each class of Ordinary Member will be the amount, not being less than \$2.00, as is determined by the Board from time to time.

36. (a) The annual subscription falls due on the 1st day of July in each year and must be paid annually in advance.

(b) If such subscription is unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and he may be disqualified from all Club competitions in which he may be participating.

(c) If such subscription is unpaid on the 31st day of August the defaulting members membership will be terminated along with any accrued benefits, or continuous membership. Such member will be required to rejoin the club as a new member.

37. The Board may at any time determine that each person nominated for and elected to membership as an Ordinary Member must pay an entrance fee. The amount of the entrance fee must from time to time be determined by the Board varying, if thought fit, for each class of membership. A person nominated for ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.

BOARD OF DIRECTORS (APPOINTMENT, REMOVAL AND REMUNERATION)

38. The Board shall consist of seven [7] Directors. Five [5] Directors shall be elected from Ordinary Members (Bowling) and two [2] other Directors may be Ordinary Members (Bowling) or Ordinary Members (Non-Bowling).

39. All directors must retire at the second Annual General Meeting next following their election or appointment and, subject to this Constitution, the Law and the Registered Clubs Act, will be eligible for re-election.

40. The Board must be elected biennially by the Members entitled to attend and vote at meetings of the Club pursuant to this Constitution.

41. Only Ordinary Members (Bowling), Ordinary Members (Non-Bowling) and Life Members are entitled to stand for or be elected or appointed to the Board.

42. No person currently under suspension by the Board in accordance with this Constitution is eligible to nominate, stand for or be elected or appointed to the Board.

43. No Member who is also an employee of the Club is eligible to nominate, stand for or be elected or appointed to the Board.

44. Nomination for election of a Director must be made in writing and signed by two Full Members who are entitled to attend and vote at meetings of the Club pursuant to this Constitution and by the nominee who must also signify his consent to the nomination.

45. Nominations for election of a Director cease twenty-eight [28] days prior to the date of the Annual General Meeting.

46. The Chief Executive Officer must forthwith upon closure of nominations post the names and supplied details of the candidates and their nominators together with a current photograph of each candidate on the Notice Board.

47. (a) If the full number of candidates for Director is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated will be deemed to be duly elected to the position of Director and additional nominations may with the consent of the nominee or nominees be made at the meeting for the position of Director not so filled. If there be more than the required number nominated for Director an election by secret ballot must take place but if there be only the requisite number nominated the Returning Officer must declare those nominated duly elected.

(b) If, after the closing of nominations one or more candidates becomes ineligible or unavailable for election to the position of Director and such unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election then notwithstanding the provisions of paragraph (a), further nominations for Director maybe called for at the Annual General Meeting prior to the election for Director.

(c) If there are not sufficient nominations for Director as provided above, then the Board may appoint any eligible Full Member to fill the vacant position and any person so appointed will hold office for such time only as the person would have held office if he had been appointed as above.

(d) The election of the Board as prescribed in Clauses 38,39,40 and 41 must be conducted by a ballot at the Club premises prior to the Annual General Meeting in accordance with the By-laws provided that such ballot must be conducted on the consecutive Friday, Saturday and Sunday commencing with the Friday which is not less than seven [7] days and not more than fourteen [14] days prior to the Annual General Meeting and provided further that the ballot must remain open for not less than eight [8] hours on each of those days.

(e) The Board has the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by this Constitution.

(f) At the first meeting of the Board following an election the Board shall appoint from among its members a Chairman, a Deputy Chairman and Treasurer provided that such members are Ordinary Members (Bowling).

48. The office of a member of the Board shall forthwith be vacated if that person:
- (a) Becomes insolvent under administration or assigns his or her real estate for the benefit of or compounds with his or her creditors;
 - (b) Is convicted of an offence on indictment;
 - (c) 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;
 - (d) Is absent from meetings of the Board for a continuous period of three [3] months without leave of absence from the Board;
 - (e) Resigns his office by notice in writing to the Chief Executive Officer;
 - (f) Becomes prohibited from being a member of the Board by reason of any order made under the Law or the Registered Clubs Act;
 - (g) Ceases to be a member of the Club; or
 - (h) Fails to declare the nature of any material personal interest in a matter referred to in Section 191 of the Law and Section 41C of the Registered Clubs Act.
 - (i) Fails to declare a financial interest in a hotel as referred to in Section 41D of the Registered Clubs Act.
 - (j) Fails to disclose a gift as referred to in Sections 41E and 41F of the Registered Clubs Act.
49. The board may at any time appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed will hold office for such time only as the Director who vacated the position would have held office.
50. The Club may by a resolution of members entitled to vote at a General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another Director or Directors as the case may be in his or their place. The person or persons so appointed will hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
51. Unless otherwise permitted by this Constitution, no Director may receive any remuneration for his services in his capacity as a Director.

BOARD OF DIRECTORS (POWERS AND DUTIES)

52. The Board must ensure that the objects of the Club as stated in Clause 9 are maintained including the fostering and promotion of the playing of the game of bowls and accordingly the Board has full control of the property of the Club and absolute authority regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except in so far as is otherwise expressly provided by this Constitution, the Law or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board has the power from time to time:
- (a) To appoint from among its members or Members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the Members or a section of the Members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the Members or a section of the Members, the constitution governing the election of such committee, the quorum of all committees will consist of a majority of the members of such committee.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
 - (e) 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.
 - (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (g) To determine whom is entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.

(i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and subject to Section 41J of the Registered Clubs Act and Clause 19 of the Registered Clubs Regulation to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease or demise must not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

(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 stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debenture or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(k) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary Members who may be admitted to the Club.

(l) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

(m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.

(n) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting pay such honorarium.

(o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.

(p) From time to time make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:-

- (i) Such matters as it is specifically by this Constitution empowered to do.
- (ii) The general management control and trading activities of the club.
- (iii) The control and management of the Club premises.
- (iv) The management and control of play and dress on the greens.
- (v) The upkeep and control of the greens.
- (vi) The control and management of all competitions.
- (vii) The conduct of Members and guests of Members.
- (viii) The relationship between the Members and Club servants.
- (ix) Generally all matters as are commonly the subject matter of Club rules or By-Laws or which by the Constitution, the Law or the Registered Clubs Act are not reserved for decision by the Club in General Meeting

53. Any By-law made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

BOARD OF DIRECTORS (PROCEEDINGS)

54. The Board must meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board must be entered in a book provided for the purpose. The quorum of the Board is four [4] members of the Board.

55. The Chairman may at any time and the Chief Executive Officer must on the requisition of not less than three [3] Directors, (and within ten [10] days of receipt of such requisition), convene a meeting of the Board.

56. Subject to this Constitution, questions arising at a meeting of the board will be decided by a majority of votes of Directors present and voting and any such decision will be for all purposes deemed a decision of the Board.

57. The Chairman of the Board shall if present preside at all meetings of the Board. In his absence or if he is unwilling to act the Deputy-Chairman shall preside and in the event of the Chairman and the Deputy-Chairman being absent or unwilling to act the meeting must elect a member of the Board to be chairman of the meeting. The chairman of such meeting will in the case of an equality of votes have a casting vote in addition to his deliberative vote.

58. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a General Meeting of the Club.

59. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

- (b) For the purpose of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will be together deemed to constitute one document containing; statement in those terms signed by those Directors on the respective days
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
60. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.
61. No Officer will be disqualified by his office from contracting with the Club either as vendor or purchaser or otherwise nor will any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Officer will in any way be interested be avoided nor will any Officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Officer holding that office or of the fiduciary relationship thereby established but it is the duty of the Officer to declare the nature of his interest at a meeting of the Board at which the question of entering into the contract is first taken into consideration or if the Officer was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he becomes so interested. A general notice given to the Board by an Officer to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest in relation to any contract so made. An Officer so interested may be counted in a quorum but must not vote on any such contract or arrangement. An Officer will not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan. Nothing in this Clause will be construed so as to limit or restrict in any way the provisions of Section 191 of the Law or of Section 41C of the Registered Clubs Act.

MEETINGS OF MEMBERS

62. The Annual General Meeting of the Club must be held as soon as practicable after 1st July and not later than 31st October in each year at such time and place as may be prescribed by the Board. At least twenty-one [21] days written notice of the Annual General Meeting must be given to each Member of the Club entitled to attend and vote at such meeting.
63. All General Meetings other than the Annual General Meeting will be called General Meetings.
64. A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairman of the Board and must be called by the Chief Executive Officer upon receipt by him of a requisition (which need not be in one document) signed by not less than 5% of, or one hundred [100] (whichever is the lesser), members entitled to attend and vote stating the business to be considered. The date of such meeting must be within two [2] months of deposit of the requisition and if the Board does not, within twenty-one [21] days of deposit of the requisition, proceed to convene the meeting then the requisitionists or a majority of them may themselves call the meeting and for that purpose may have access to the Register and any other records necessary for the purpose of calling the meeting.
65. Every notice convening a General Meeting or an Annual General Meeting must be in writing and must specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution, the Law or the Registered Clubs Act and must be given to every member entitled to attend and vote at the meeting.
66. The period of notice in respect of a General Meeting or an Annual General Meeting must be at least twenty-one [21] days.
67. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, must be posted on the Notice Board at least sixty-three [63] days prior to the date fixed for such Annual General Meeting.
68. No business may be transacted at a General Meeting or an Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Five per cent [5%] of, or twenty-five [25] (whichever is the lesser), members entitled to vote constitutes a quorum at a General Meeting or an Annual General Meeting, except in the case of a General Meeting called by Members pursuant to Clause 64 where five per cent [5%] of, or one hundred [100] (whichever is the lesser), members entitled to vote constitutes a quorum.
69. If a quorum is not present within half an hour from the time appointed for the meeting:-
- (a) Where the meeting was convened upon the requisition of members - the meeting will be dissolved; or
 - (b) In any other case:-
 - (i) The meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) If at the adjourned meeting a quorum is not present at the time appointed for the meeting the members who are present and entitled to vote shall be a quorum and may transact any business for which the meeting was called.
70. The business of the Annual General Meeting is as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive and consider the reports of the Board.
 - (c) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor.
 - (d) To declare the result of the election of the seven [7] Directors (if required).

- (e) To approve Directors Honoraria (if any).
 - (f) To deal with any business of which due notice has been given.
 - (g) To allow the Members as a whole to ask questions about or make comment on the management of the Club.
71. All business and notices of motion to be dealt with at the Annual General Meeting must be in writing and handed to the Chief Executive Officer at least forty-two [42] days prior to the date of such meeting.
 72. The Chairman shall preside at all meetings of the Club. In the event of the Chairman being absent or if he is unwilling to act the Deputy-Chairman shall preside and in the event of the Chairman and the Deputy-Chairman being absent or unwilling to act the members of the Board present must elect a Director to be chairman of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote must elect a chairman of the meeting.
 73. Every question or motion submitted to a meeting of the Club must be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting will both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
 74. At any meeting unless a poll is demanded by the chairman of the meeting or by at least five members present and entitled to vote at the meeting a declaration by the chairman of the meeting that a resolution has been carried by a particular majority and an entry to the effect in the book of proceedings of the Club is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 75. If a poll is demanded as aforesaid it may be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting must determine the same and such determination made in good faith will be final and conclusive.
 76. The chairman of the meeting may with the consent of any 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 may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 77. (a) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
(b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 78. The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairman of a meeting or on a question of adjournment will be taken at the meeting forthwith.
 79. The Board must cause minutes to be kept by the Chief Executive Officer in books provided for the purpose:
 - (a) Of all appointments of Officers made by the Club;
 - (b) Of the number of Members present and voting at meetings of the Club;
 - (c) Of all resolutions and proceedings at all meetings of the Club.

FINANCIAL YEAR

80. The financial year of the Club commences on the first day of July each year and ends on the last day of June in the next year.

ACCOUNTS AND AUDIT

81. The Board must cause correct and proper accounts and records to be kept with respect to all monetary and all other transactions of the club in accordance with the Law and the Registered Clubs Act.
82. The Board must:
 - (a) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three [3] months a statement of income and expenditure in relation to each aspect of the club's activities in accordance with the Registered Clubs Act;
 - (b) Within 48 hours after the meeting of the board of the Club to which any such statement is submitted, cause a copy of that statement to be made available to member's in accordance to the Registered Clubs Regulation; and
 - (c) Cause the copy of that statement and that resolution if any, to be so exhibited for a continuous period of not less than twenty-eight [28] days.
83. The books of account must be kept at the Office of the Club or at such other place as the board thinks fit and must always be open to the inspection of the Directors.
84. (a) The Board must once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account must together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
(b) The report of the Board referred to in the paragraph (a) may, without limiting the requirements of the Law and the Registered Clubs Act, include statements showing the:
 - (i) Amount (if any) written off for depreciation and provisions;

- (ii) Amount (if any) which the Board proposed to transfer to the Reserve Fund or Funds of the Club;
 - (iii) Number of members of each class registered in the register of members at the date of the preparation of the report;
 - (iv) Names of Directors.
- (c) At least twenty-one [21] days before the date of the Annual General Meeting a copy of the Balance Sheet, Profit and Loss Account, Auditor's Report and Board Report must be made available to members at no cost in accordance with Section 314 of the Law.

85. An auditor must be appointed and his duties regulated in accordance with the provisions of the Registered Clubs Act and the Law.

SECRETARY

86. The Board must appoint a person to be the Secretary of the Club who will be known as the Chief Executive Officer.

GUESTS

87. (a) Upon the invitation and in the company of a Full Member or a Provisional Member, (not being an Ordinary Member (Junior)) a person ("guest") may have the use of the Club's facilities.
- (b) No Full Member or Provisional Member may introduce a guest more frequently than may for the time being is provided by a By-law.
- (c) A Full Member or a Provisional Member must be responsible for the conduct of any guest he may introduce to the Club.
- (d) Except as otherwise permitted by the Registered Clubs Act no liquor may be sold supplied or disposed of on the premises of the Club except to a Member or a guest.
- (e) The Board may refuse a guest admission to the Club premises (or any part of it), may require a guest to leave the Club premises (or any part of it) without assigning any reason and must require a guest to leave the Club premises if the guest uses, is in possession of or supplies any drug of addiction or restricted substance both as defined in the Poisons and Therapeutic Goods Act 1966 No 31 (other than a prescribed restricted substance for the guest's own use in accordance with the prescription) while on the Club premises. Each guest must:
- (i) Enter the guest's name and address in the register kept for the purpose by the Club; and
 - (ii) At all times while on the Club premises remain in the reasonable company of the Member who introduced the guest; and
 - (iii) Not remain on the Club premises any longer than the Member who introduced the guest does.

SEAL

88. The Directors must provide for the safe custody of the Seal and the Seal must never be used except by the authority of the Board previously given and in the presence of two [2] Directors who must sign every instrument to which such seal is affixed and every such instrument to which the seal is aimed must be countersigned by the Chief Executive Officer or some other person appointed by the board.

NOTICES

89. A notice may be given by the Club to any Member either personally or by sending it by post to him to his registered address or, if he has no registered address within the State of New South Wales, to the address, if any, within the said State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post service of the notice will be deemed to be effected by properly addressing prepaying and posting the notice and will be deemed to have been effected, in the case of a notice convening a meeting, three days following that on which the Notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post. If a Member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted up on the Notice Board will be deemed to be effected, in the case of a notice convening a meeting, on the day following that on which the Notice was posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post. If a Member has no registered address within New South Wales for the giving of notices to him a notice posted up on the Notice Board will be deemed to be well served on such Member at the expiration of twenty-four [24] hours after it is so posted up.

INSPECTION OF RECORDS

90. The Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than a Director. A Member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in General Meeting.

INDEMNITY

91. Every Officer, auditor or agent and every member of any committee or sub-committee constituted under this Constitution and any person employed by the Club will be indemnified out of the property of the Club against a liability incurred by him as such Officer, auditor or agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or

criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.

GENERAL

92. This Constitution shall be read and construed subject to the provisions of the Law and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

93. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life Members and Ordinary Members (Bowling) who are present and voting at a General Meeting, being a meeting of which at least twenty-one [21] days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

