

CORPORATIONS LAW

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

CONSTITUTION OF TOONGABBIE SPORTS AND BOWLING CLUB

As amended 23 October 2023

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.

"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 nominated for office as a director of the Club.

"Disciplinary Committee" means a committee of three or more persons as may be appointed by the Board from time to time. The Disciplinary Committee may consist of directors, employees and members of the Club. .

"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.

"Quarter" means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December.

"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 club licence under the Liquor Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club, or the fact that the Club has applied for, such a licence.
 - (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.
 - (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

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 sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (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) To apply for and obtain a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary or desirable for the conduct 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 Full members having the right to vote in election of the Board shall not be less than a minimum required by the Registered Clubs Act.
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 (if any) 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 (if any) 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 (if any) but who has not been elected to that category of membership. A Provisional Member may be 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.
 - (i) The Secretary may refuse an applicant for membership admission to the Club or remove an applicant for membership from the Club's premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.
 - (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 financial Ordinary Member (Bowling) or Ordinary Member (Non 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 financial Ordinary Members (Bowling or Non 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 attached to the category of membership from which he or she was transferred from on becoming a Life Member including voting on Special Resolutions.
 - (c) A Life member is not obliged to pay any annual subscription (excluding bowling affiliation fees required to be paid to play bowls) as applicable under this Constitution.
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 who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
 - (e) Honorary members who are not Full members of the Club are entitled to introduce guests into the Club and to the social privileges of the Club and to play bowls and such other games recreations pastimes as determined by, or on the invitation of the Board.
 - (f) Honorary members who are not Full members of the Club are not entitled to attend or vote at any meeting of the Club or be elected or appointed as Officers of the Club.
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 other 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 and subject to Rule 87(l), to introduce guests into the Club.
 - (e) The Chief Executive Officer or senior employee then on duty has the power to cancel the temporary membership of any person and/or remove a Temporary Member from the premises of the Club at any time and 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.
 - (g) A person may be admitted to Temporary Membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the Authority). A person admitted to Temporary Membership under this Clause 21(g) shall only be required to enter their relevant details in the register of Temporary Members referred to in Clause 32(c) on the first day that they enter the Club's premises during that period.
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) A person shall not be admitted as an Ordinary member of the Club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club
- (b) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Chief Executive Officer of the Club.
- (c) The Board or election committee may reject any application for membership without giving any reason.
- (d) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing, either created in hard form or electronically and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant; and
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) the telephone number and the email address of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by Constitution and By-laws of the Club;
 - (vi) the signature of the applicant and, in the case of an Ordinary Member (Junior), the signature of the parent or guardian of the applicant;

- (vii) such other particulars as may be prescribed by the Board from time to time.
 - (e) Except in the case of an electronic application for membership, every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
 - (i) the joining fee (if any) and the appropriate subscription (if any); and
 - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
 - (eA) 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 may be determined by the Board by By-Law from time to time.
 - (f) The authorised officer of the Club to whom the application for membership is presented in accordance with Clause 24(e) shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Chief Executive Officer.
 - (g) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 24(f) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for (if any) may become a Provisional member.
 - (h) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
 - (i) 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 Clause 24(eA)) of a person for election and the election of that person to membership of the Club.
 - (j) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Chief Executive Officer shall cause any joining fee and subscription paid by the person to be returned to that person.
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

- (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) A member may at any time resign from his or her membership of the Club by either:
 - (i) giving notice in writing to the Secretary; or
 - (ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- (b) A resignation pursuant to Clause 27(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Any person who has not paid his or her joining fee, subscription, levy or other payment:
 - (i) by the due date shall cease to be entitled to the privileges of membership of the Club; and
 - (ii) by the 31st of August, shall cease to be a member of the Club.
- (d) Any member who has ceased to be a member of the Club for any reason will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club and will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for any sum not exceeding ten dollars [\$10.00] as a Member of the Club under Clause 12

DISCIPLINARY PROCEEDINGS

- 28. (a) Subject to Rule 28(b), the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
 - (i) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of the Constitution or any By-Law; or
 - (ii) is, in the reasonable opinion of the Board;
 - (1) guilty of any conduct prejudicial to the interests of the Club; or
 - (2) guilty of conduct which is unbecoming of a member.
- (b) 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 Rule 28(a) and
 - (2) the date, time and place of the meeting of the Board at which the charge is to be heard.
 - (ii) The member charged shall be notified of the matters in paragraph (a) of this Rule 28(b)(i) by notice as permitted under Rule 85 of this Constitution at least seven (7) days before the meeting of the Board at which the charge is to be heard.
 - (iii) The member charged shall be entitled to:
 - (1) attend the meeting for the purpose of answering the charge; and
 - (2) submit to the meeting written representations for the purpose of answering the charge
 - (iv) If the member fails to attend such meeting:
 - (1) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (2) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

- (v) After the Board has considered the evidence put before it, the Board may:
 - (1) immediately come to a decision as to whether the member is guilty or not of the charge; or
 - (2) 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.
- (vi) When the Board has made a decision as to whether the member is guilty or not, the Board must:
 - (i) in the case of a decision under Clause 28(b)(v)(1), immediately inform the member of the Board's decision; or
 - (ii) in the case of a decision under Clause 28(b)(v)(2), inform the member of the Board's decision in writing within seven [7] days of the date of the decision of the Board.
- (vii) If the member charged has been found guilty, the member must be given a further opportunity 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.
- (viiA) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (viii) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion by secret ballot.
- (ix) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 28(b).
- (x) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (xi) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge.
- (xii) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in this Clause 28 is not strictly complied with provided that there was no substantive injustice for the member charged.

DISCIPLINARY COMMITTEE

28A

28A.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 28 to a Disciplinary Committee comprising not less than three (3) persons which may consist of directors, non director members of the Club or members of staff as selected by the Board.

28A.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 28 save that:

- (a) a quorum of the Disciplinary Committee shall be three (3) and
- (b) all references to the Board in Rule 28, except in Rule 28 (b)(x) shall be read as being references to the Disciplinary Committee.

28A.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 28 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

- (a) the procedure set out in Rule 28 is followed; and
- (b) the member is notified that the Board is exercising the power under this Rule 28A.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

28A.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 28A.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness

of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

28B. If a notice of charge is issued to a member pursuant to Rule 20(b)(i):

- (a) the Board by resolution; or
- (b) the Chief Executive Officer (independently of the Board)

shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

28C Subject to Rules 20C and 20D, a member who:

- (a) incurs a debt to the Club; and
- (b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.

28D. A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 28B.

28E. The provisions of Rule 28 shall not apply to any member suspended or expelled pursuant to Rule 28B.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

29. (a) In addition to any powers under section 77 of the Liquor Act, the Chief Executive Officer or, subject to Rule 29(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (iii) whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act or the Liquor Act;
- (iv) who hawks, peddles or sells any goods on the premises of the Club;
- (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
- (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer or an employee exercising this power suspects of being a prohibited drug or prohibited plant;
- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

(b) If pursuant to Rule 29(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 29(e) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

(c) Without limiting Rule 20(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 29(a)(i)), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

(d) Without limiting Rule 29(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 29(a)(i)), the person must not:

- (i) remain in the vicinity of the Club; or
- (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

(e) Without limiting the provisions of section 77 of the Liquor Act the employees who under Constitution are entitled to exercise the powers set out in this Constitution shall be:

- (i) in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or
- (ii) any employee authorised by the Chief Executive Officer to exercise such power.

29A. *ADDITIONAL DISCIPLINARY POWERS OF SECRETARY*

- (a) If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve [12] months.
 - (b) In respect of any suspension pursuant to Clause 29A(a), the requirements of Clause 28 shall not apply.
 - (c) If the Secretary (or his or her delegate) exercises the power pursuant to Clause 29A(a), the Secretary (or his or her delegate) must notify the member (by notice in writing) that:
 - (i) The member has been suspended as a member of the Club;
 - (ii) The period of suspension;
 - (iii) The privileges of membership which have been suspended; and
 - (iv) If the member wishes to do so, that he member may request (by notice in writing sent to the Secretary) that the matter be dealt with by the Board pursuant to Clause 28(b).
 - (d) If a member submits a request in accordance with Clause 29A(c)(iv):
 - (i) The member shall remain suspended until such time as the charge is heard and determined by the Board; and
 - (ii) The Club must commence disciplinary proceedings against the member in accordance with the requirements of Clause 28.
 - (e) This Clause 29A applies to Full Members only and it does not limit or restrict the Club from exercising the powers contained in Clause 29 of this Constitution and the powers contained in section 77 of the Liquor Act.
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 member must advise the Secretary of any change to their contact details (including address, email address and telephone number) within seven (7) days of the change to their details. 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 Club shall keep the following registers:
- (a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full; and
 - (ii) the address;
 - (iii) the date on which the entry of the member's name in the register is made;
 - (iv) if the member is required to pay a subscription fee, the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
 - (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address.
 - (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 20(c)(iii) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:
 - (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the signature of the member.

- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:
- (i) the name in full or the surname and initials; and
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made;
 - (iv) the signature of the member introducing the guest.

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 AND FURTHER PROVIDED THAT only members with at least three (3) years continuous membership as the 30th June immediately prior to the election shall be eligible to vote in the election of the Board.

- (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. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, levies and other payments (if any) payable by members of the Club.
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. Subject at all times to the provisions of this Constitution the Board shall consist of seven [7] Directors. Four (4) Directors shall be elected from Ordinary Members (Bowling) and three (3) other Directors may be Ordinary Members (Bowling) or Ordinary Members (Non-Bowling). The requirement for a minimum number of Ordinary Members (Bowling) to be on the Board shall not apply in the circumstances where there are insufficient nominations from Ordinary Members (Bowling) as at the date nominations close for the election of the Board or in the case of a casual vacancy or in the case of an appointment of a director arising from and after the removal of a director pursuant to rule 50 hereof.
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 provided that they have been financial members of the Club for a continuous period of at least three (3) years as at the 30th June immediately prior to the election of 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.
- 42A. A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
 - (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of six (6) months within the period of two (2) years immediately prior to the 30th of June in the year of a Biennial General Meeting; or
 - (b) has at any time been convicted of an indictable offence;
 - (c) is a former employee of the Club whose services were terminated by the Club for misconduct;
 - (d) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years immediately prior to the 30th June in the year of a Biennial General Meeting.
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.
- 44A. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
- 44B. 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 date of his or her nomination for election to the Board.
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 the unfilled positions shall be casual vacancies for the purposes of Clause 49. 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 no election shall take place and the eligible candidates who have nominated shall be duly elected to the Board. If at the closing of the Annual General Meeting there remains any unfilled positions on the Board, the unfilled positions shall be casual vacancies for the purposes of Clause 49.
 - (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 and a Deputy Chairman.
 - (g) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure for the election as set out in this Constitution or in any applicable By-laws is not strictly complied with provided there is no substantive injustice for any candidates.

48. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
 - (d) by notice in writing given to the Chief Executive Officer resigns from office as a director.
 - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Law, the Registered Clubs Act or the Liquor Act.
 - (f) ceases to be a member of the Club.
 - (g) becomes an employee of the Club.
 - (h) fails to complete the mandatory training requirements for directors referred to in Rule 44A within the prescribed period (unless exempted).
49. The Board may at any time appoint any eligible Full Member (including an Ordinary Member (Non Bowling) to fill a vacancy caused by an Ordinary Member (Bowling)) 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 (who may be an Ordinary Member (Bowling) or an Ordinary Member (Non Bowling) 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) Subject to paragraph (j) of this Rule, to sell, lease, exchange, or otherwise dispose of any furniture, fittings, equipment, plant, goods, or other rights (property or otherwise).
- (j) To sell, lease, exchange, or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (k) 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.
- (l) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary Members who may be admitted to the Club.
- (m) 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.
- (n) 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.
- (o) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting pay such honorarium.
- (p) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.
- (q) 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.
- (r) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

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 in person and/or by electronic means at least once in every Quarter 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.
 - (d) A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time..
 - (e) In addition to Clause 59(a), a resolution may be passed by the Board if the proposed resolution is emailed to all directors and the directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last eligible director sends their email agreeing to 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. MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 61.1 *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 declare the nature of the interest at a meeting of the Board and comply with Rule 61.2.*
- 61.2 Subject to Section 195 of the Act, 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.

61A. REGISTERED CLUBS ACCOUNTABILITY CODE

- 61A.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 61A.
- 61A.2 For the purposes of this Rule 61A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

Contracts with Top Executives

61A.3 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.

61A.4 Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts with Directors Or Top Executives

61A.5 Subject to Rule 31.7 and any restrictions contained in the Registered Clubs Act 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.

61A.6 A "pecuniary interest" in a company for the purposes of Rule 61A.5 does not include any interest exempted by the Registered Clubs Act.

Contracts With Secretary And Managers

61A.7 Unless the commercial arrangement or contract is a contract of employment or is a contract that results from an open tender process or is otherwise permitted by the Registered Clubs 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.

Loans To Directors And Employees

61A.8 The Club must not:

- (a) lend money to a director of the Club; and
- (b) unless otherwise permitted by the Registered Clubs 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.

Restrictions On The Employment Of Close Relatives Of Directors And Top Executives

61A.9 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.

61A.10 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.

Disclosures By Directors And Employees Of The Club

61A.11 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.

61A.12 The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 61A.11.

Provision of Information To Members

61A.13 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 relate; 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.

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. A General Meeting of the members of the Club must be held for a proper purpose.
- 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 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. The members may give the Club notice of a resolution that they propose to move at a general meeting, provided that it accords with the requirements of Section 249N of the Law.

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.

79A. The chairperson of a meeting:

- (a) is responsible for the conduct of the general meeting; and

- (b) shall determine the procedures to be adopted and followed at the meeting;
- (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

ADDITIONAL MATTERS FOR GENERAL MEETINGS

- 79B. 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 or any resolution passed at a postponed meeting. This Clause 79B will not operate in relation to a meeting called pursuant to a request or requisition of members as referred to in Clause 64.
- 79C. 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.
- 79D. 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.
- 79E. 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 Act shall prevail.

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 shall:
 - (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter.
 - (c) cause the financial statements referred to in paragraph (b) of this Clause 81 to be submitted to a meeting of the Board.
 - (d) make the financial statements referred to in paragraph (b) of this Clause 81 available to members of the Club within seven (7) days of the statements being adopted by the Board.
 - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Clause 81.
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Clause 81 available to any member on the written request of the member.
- 82. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 83. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- 84. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
 - (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

85. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

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) Subject to Rule 87(b), all members shall have the privilege of introducing guests to the Club.
- (b) A Temporary member may introduce a guest only in accordance with Rule 87(l).
- (c) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 32(d).
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest:
- (i) who has been expelled from the Club; or
 - (ii) whose membership is then suspended;
 - (iii) who is then refused admission to or being turned out of the Club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (g) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (h) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (k) The Chief Executive Officer or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (l) A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
- (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rule 87(l)(iii), "responsible adult" means an adult who is:
- (i) a parent, step-parent or guardian of the minor; or
 - (ii) the minor's spouse or de facto partner;
 - (iii) for the time being, standing in as the parent of the minor.

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. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two members of the Board or one member of the Board and the Chief Executive Officer.

NOTICES

89. (a) Without limiting the provisions of the Law, a notice may be given by the Club to any member either:
- (i) personally; or
 - (ii) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (iii) by sending it by any electronic means
 - (iv) By notifying the member, either personally, by post or electronically, that the notice is available and how the member can access the notice.
- (b) Where a notice is sent by post to a member in accordance with Rule 89(a)(ii) the notice shall be deemed to have been received by the members:
- (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- (d) Where a notice is provided to a member in accordance with Rule 89(a)(iv), 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.
- (e) Where a notice is provided to a member in accordance with Rule 89(a)(i), the notice is deemed to be received on the day it is given to the member.

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. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

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 provided that should the number of Ordinary Members (Bowling) fall below 80 as at the 30th of June in any one year then Ordinary Members (Non Bowling) shall also be eligible to vote on any special resolution proposed to amend this Constitution at any meeting held within the following 12 month period even if the number of Ordinary Members (Bowling) should exceed 80 as at the date of the meeting.

94. MEETINGS AND VOTING

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

(i) 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

(ii) 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;

(iii) 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.

95. If there is any inconsistency between Clause 94 and any other provision of this Constitution, Clause 94 shall prevail to the extent of that inconsistency.