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# **CONSTITUTION OF KOOTINGAL AND DISTRICT BOWLING CLUB LIMITED**

## **ACN 001 009 927**

(As amended 18 September 2013)

A Company Limited by Guarantee  
and not having a Share Capital

**PLEASE DO NOT REMOVE FROM PREMISES**

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**Section 1:**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**KOOTINGAL AND DISTRICT BOWLING CLUB LIMITED**

**DEFINITIONS**

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

**"Act"** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

**"Annual Subscription"** means the subscription paid by a member in accordance with the Registered Clubs Act and being paid as either an annual subscription or otherwise.

**"Board"** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

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

**"Chairman"** shall mean the chairman of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

**"Close Relative"** of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in sub-paragraph (a), or a person with whom the person or a person referred to in subparagraph (a) has a de facto relationship (within the meaning of the Property (Relationships) Act 1984).

**"Club"** means the Kootingal and District Bowling Club Limited.

**"Constitution"** means this company constitution of the above named Club.

**"Contract"** includes commercial arrangement.

**"Employ"** and **"Employee"** includes engage under a contract for services.

**"Financial Member"**, and the term **"financial"** when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

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

**"Gaming Machines Act"** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**"Gift"** includes money, hospitality or discounts.

**"Land"** means any land owned or occupied by the Club.

**"Liquor Act"** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

**"Manager"** means a natural person appointed to conduct the business of a registered club in the case where the Club operates at more than one set of premises and the Secretary is not normally in attendance at the other such premises. (A Manager is appointed in a deputy capacity to the Secretary of the Club and is the person responsible, under the Registered Clubs Act, for operations at the other premises).

**"Month"** means calendar month.

**"Notice Board"** means a board or boards designated as such within the Club premises on which notices for the information of members are posted.

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

**"Officer"** means an officer as defined in the Act.

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

**"Ordinary Resolution"** means a resolution that is passed by a simple majority at a general meeting of members.

**"Registered Clubs Act"** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**"Returning Officer"** shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

**"Rules"**, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws of the Club.

**"Secretary"** includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, and Chief Executive Officer.

**"Special Resolution"** means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one [21] days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five percent [75%] of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

**"Sub club"** means any sub club that pursuant to a resolution of the Board is or has been established by the Club.

**"Top Executive"** means a person who is one of the five [5] highest paid employees of the Club at each separate premises of the Club.

**"Written"** and **"in writing"** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

### **INTERPRETATIONS**

- 1A
- (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
  - (b) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
  - (c) The provisions that apply as replaceable rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
  - (d) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
  - (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
  - (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.
  - (g) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.

2. The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
3. The number of Full members having the right to vote in the election of the Board shall not be less than the minimum prescribed by the Registered Clubs Act.
4. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Honorary Members
  - (d) Temporary Members
  - (e) Provisional Members
5. Ordinary Membership of the Club shall consist of the following classes or classifications:
  - (a) Bowling Members
  - (b) Social Members
  - (c) Junior Members

#### **BOWLING MEMBERS**

6. A Bowling member shall be a person who:
  - (a) has attained the age of eighteen (18) years;
  - (b) satisfies the Board that he or she is registered with the Royal New South Wales Bowling Association or the New South Wales Women's Bowling Association;
  - (c) has been elected to Bowling membership of the Club.
- 6A. Bowling members are entitled to:
  - (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (c) nominate for and be elected to hold office on the Board;
  - (d) vote in the election of the Board;
  - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (f) propose, second, or nominate any eligible member for any office of the Club;
  - (g) propose, second or nominate any eligible member for Life membership;

- (h) introduce guests to the Club.

### **SOCIAL MEMBERS**

6B. A Social member shall be a person who:

- (a) has attained the age of eighteen (18) years;
- (b) does not satisfy the requirement set out in Rule 6(b);
- (c) has been elected to Social membership of the Club.

6C. Social members are entitled to:

- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
- (b) vote in the election of the Board;
- (c) attend and vote at general meetings (including Annual General Meetings) of the Club only for the purposes of voting in the election of the Board;
- (d) introduce guests to the Club.

6D. Social members are not entitled to:

- (a) attend and vote at general meetings (including Annual General Meetings) of the Club for any purposes other than for voting in the election of the Board; and
- (b) nominate for and be elected to hold office on the Board;
- (c) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (d) propose, second, or nominate any eligible member for any office of the Club;
- (e) propose, second or nominate any eligible member for Life membership.

### **JUNIOR MEMBERS**

6E. A Junior member shall be a person who has not attained the age of eighteen (18) years and has been elected to Junior membership of the Club.

6F. A person shall not be admitted as a Junior member of the Club unless the Board:

- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a Sub club; and
- (b) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a Sub club;
- (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a Sub club.

- 6G. Subject to the provisions of the Registered Clubs Act, Junior members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (b) nominate for or be elected to hold office on the Board;
  - (c) vote in the election of the Board;
  - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (e) propose, second or nominate any eligible member for any office of the Club;
  - (f) propose, second or nominate any eligible member for Life membership;
  - (g) introduce guests to the Club.
7. (a) "Life Member" shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any general meeting by two-thirds 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 [2] 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 shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under these Articles. A Life Member shall not be obliged to pay any entrance fee and/or annual subscriptions.
- (c) Not more than one [1] Life Member shall be elected in any financial year.

#### **HONORARY MEMBERS**

8. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) 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.
- (c) Honorary members who are not Full members of the Club are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (d) Honorary members who are not Full members of the Club are not entitled to:

- (i) vote at any meeting of the Club; or
- (ii) nominate for or be elected to the Board or any office in the Club;
- (iii) vote in the election of the Board;
- (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
- (v) propose, second or nominate any eligible member for any office of the Club;
- (vi) propose, second or nominate any eligible member for Honorary Life membership.

### **TEMPORARY MEMBERS**

9. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (i) any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to the Constitution.
  - (ii) a full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
  - (iii) a full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board 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 he or she so attends the premises of the Club until the end of that day.
  - (iv) any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay a joining fee or annual subscription.
- (c) Temporary members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) subject to Rule 74(h), introduce guests into the Club.
- (d) Temporary members are not entitled to:
  - (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) vote in the election of the Board;



- (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
- (e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- (f) No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 8(a)(iii).

### **PROVISIONAL MEMBERS**

10. (a) A person in respect of whom:
- (i) a nomination form for membership duly completed in accordance with the Constitution has been given to the Club; and
  - (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,
- may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):
- (i) that person shall cease to be a Provisional member of the Club; and
  - (ii) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- (c) Provisional members are entitled to:
- (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club.
- (d) Provisional members are not entitled to:
- (i) attend or vote at general meetings of the Club; or
  - (ii) nominate for or be elected to hold office on the Board;
  - (iii) vote in the election of the Board;

- (iv) vote on any Special Resolution (including a Special Resolution to amend the Constitution);
- (v) propose, second, or nominate any eligible member for any office of the Club;
- (vi) propose, second or nominate any eligible member for Honorary Life membership.

### **PATRONS**

11. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

### **ADMISSION OF MEMBERS**

12. (a) A person shall not be admitted as a Bowling member, Social member or Junior member of the Club 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 Secretary 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 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 occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (vi) the signature of the applicant;
  - (vii) such other particulars as may be prescribed by the Board from time to time.
- (e) 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; 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.

- (f) The authorised officer of the Club to whom the application for membership is presented 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 Secretary.
  - (g) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 12(f) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
  - (h) An employee of the Club may apply for and be elected to membership of the Club. However, in accordance with the Registered Clubs Act, an employee shall not vote at any meeting of the Club, or in any election of the Board or hold office as a member of the Board.
  - (i) The full name and address 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.
  - (j) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
  - (k) 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 Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
13. Every person elected to membership shall be deemed to have agreed to abide by the Constitution, By-laws, and Rules of the Club and the payment of any fees, subscriptions and charges shall be conclusive evidence of such agreement.
14. Every person elected to membership shall be required to pay within one [1] month of the date of notice of election any unpaid fees and/or annual subscription specified in the account rendered to him with the notice of election failing which payment the election shall be null and void.

### **CESSATION OF MEMBERSHIP**

15. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club. Every person ceasing to be a member of the Club whether by resignation, expulsion, death, neglecting to pay the entrance fee or subscription, or otherwise, shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.
16. (a) If a member shall wilfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render him or her unfit for membership the Board shall have the power by resolution to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member PROVIDED THAT:

- (i) At least seven [7] days before the meeting at which any resolution is passed the member concerned shall have been notified in writing by certified post sent to his registered address of the intention of the Board to consider the matter and requested to be present, at the meeting and that he shall at such meeting and before any such resolution is moved have had an opportunity of giving 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 shall be heard and dealt with and the Board will decide on the evidence before it his absence notwithstanding. Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board may at its discretion order the refund of any subscription or any part of it to any member during the current financial year in which he shall be expelled or suspended.
  - (ii) The meeting shall be held within one [1] month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
  - (iii) Any resolution under this Article shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.
- (b) Any member notified or any member proposed to be notified in accordance with paragraph (a) may immediately be suspended on the vote of a simple majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.
  - (c) Any resolution of the Board pursuant to paragraph (a) need not state the grounds, facts or opinions upon which it is based.
  - (d) No member dealt with in accordance with this Article shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.

#### **TURNING OUT MEMBERS AND GUESTS**

17. In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 17D, 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:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (d) who hawks, peddles or sells any goods on the premises of the Club;
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;

- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
  - (g) 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.
- 17A. If pursuant to Rule 17 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 17D) 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.
- 17B. Without limiting Rule 17A, if a person has been refused admission to or turned out of the Club in accordance with Rule 17(a), 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.
- 17C. Without limiting Rule 17A, if a person has been refused admission to or turned out of the Club in accordance with Rule 17(a), the person must not:
- (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 17D. Without limiting the provisions of section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

#### **ADDRESS OF MEMBERS**

18. Every person shall on becoming a member furnish to the Secretary particulars of his address and occupation' if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

#### **REGISTERS OF MEMBERS AND GUESTS**

19. The Club shall keep the following registers:
- (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, address and the occupation of each Full Member, the date of which the entry of the member's name in the register is made and (excluding Life Members) the date on which he last paid the fee for membership of the Club.
  - (b) A register of persons who are Temporary members (other than Temporary members referred to in Rule 8(a)(iii)) which 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.
- (c) A register of persons who are Honorary Members. This register shall set forth the name in full or surname and initials and the address of each Honorary Member and the date or period of Honorary Membership.
- (d) A register of persons over the age of eighteen [18] years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name in full or surname and initials and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the register once.

### **VOTES OF MEMBERS**

- 20. (a) Only the following members shall be entitled to attend and vote at any meetings of the Club:
  - (i) Bowling Members
  - (ii) Life Members.
- (b) Social Members shall have the following rights:
  - (i) The right to vote at any election of Directors of the Club whether at a general meeting of the Club or on any other occasion;
  - (ii) The right to remove Directors from office pursuant to the Constitution;
  - (iii) The right to approve or reject the payment of remuneration or honoraria (if any) to Directors.
- (c) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one [1] vote.
- (d) No member of the Club who is also 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.
- (e) A person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- 21. No member shall be entitled to be present or vote at any meeting of the Club or to be elected or appointed to any office unless he shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting, election or appointment.

### **SUBSCRIPTIONS AND ENTRANCE FEE**

- 22. Members' subscriptions shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time

provided always that the amount of annual subscription paid shall be not less than Two Dollars [\$2.00].

23. (a) The annual subscriptions shall fall due on the 1st day of July in each year and shall be paid annually in advance.
  - (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privilege of membership and his name may be removed from the register and he may be disqualified from all Club competitions in which he may be participating.
  - (c) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
  - (d) Subject to the provisions of the Anti-Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.
24. The Board may at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
  25. All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the 1st day of January in any year shall be liable to pay one-half of the subscription payable for the then current financial year.
  26. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

#### **NON-FINANCIAL MEMBERS**

- 26A. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 1) shall not be entitled to:
  - (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

- (g) propose, second or nominate any eligible member for Honorary Life membership.

**BOARD OF DIRECTORS**  
**(APPOINTMENT, REMOVAL AND REMUNERATION)**

27. The Board shall consist of not more than nine [9] Directors who shall comprise a Chairman, two [2] Deputy-Chairmen, an Honorary Secretary, an Honorary Treasurer, Bowls Secretary and up to three [3] other Directors.
28. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Articles, the Act and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.
29. Only Bowling Members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.
30. A member who is:
- (a) an employee of the Club; or
- (b) currently under suspension;
- (c) not a Financial member,
- shall not be eligible to nominate, stand for or be elected or appointed to the Board.
31. In accordance with section 73(1)(m) of the Registered Clubs Act, any person who is elected or appointed to the Board must, unless exempted, complete such mandatory training requirements for directors within the period prescribed by the Registered Clubs Act.
32. (a) Nominations for election of a Director shall be made in writing and signed by two [2] Full Members who are entitled to attend and vote at meetings of the Club pursuant to these Articles and by the nominee who shall also signify his consent to the nomination.
- (b) Nominations shall cease twenty-one [21] days prior to the date of the Annual General Meeting.
33. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the notice board.
- 33A (a) The ballot for the election of the Board shall be conducted and counted by:
- (i) A Returning Officer and at least two [2] scrutineers appointed by the Board; or
- (ii) The State Electoral Commissioner.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.



34. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but If there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (b) If, after the closing of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.
- (c) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Articles.
35. The office held by a Director of the Club shall be immediately deemed vacated:
- (a) If he becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act or Registered Clubs Act.
- (b) If he is disqualified for any reason referred to in Section 206B of the Act.
- (c) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.
- (e) If he is absent from meetings of the Board for a continuous period of three [3] calendar months without leave of absence from the Board.
- (f) If by notice in writing given to the Secretary he resigns his office.
- (g) If he ceases to be a member of the Club.
- (h) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
- (i) If he becomes an employee of the Club.
- (j) If he dies.
- (k) If, for the purposes of Rule 31, the person fails to complete the mandatory training requirements for directors referred to in Rule 31 within the prescribed period (unless exempted).
36. 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 shall hold office until the next Annual General Meeting.

37. The Club may by ordinary resolution 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 shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
38. Subject to the provisions of this Constitution, no member of the Board shall receive any remuneration for his services in his capacity as a Director provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

**BOARD OF DIRECTORS**  
**(POWERS AND DUTIES)**

39. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association 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 insofar as is otherwise expressly provided by these Articles, the Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have 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 (including, without limiting the generality of the foregoing, committees elected by members for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) and to delegate to any such committee such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing the committee the quorum of all committees shall consist of a majority of the members of such committee.
  - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - (c) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
  - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
  - (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
  - (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time 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 who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or 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) 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 charged by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) Subject to paragraph (j1) of this Rule, to sell, lease, exchange, or otherwise dispose of any furniture, fittings, equipment, plant, goods, or other rights (property or otherwise).
- (j1) 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) 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 to pay such honorarium.
- (o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.
- (p) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
  - (i) Such matters as it is specifically by these Articles empowered to do.
  - (ii) The general management control, and trading activities of the Club.

- (iii) The control and management of the Club premises.
  - (iv) The 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 such matters as are commonly the subject matter of Club rules or By-laws or which by the Memorandum and Articles of Association, the Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
40. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the notice board.

#### **BOARD OF DIRECTORS** **(PROCEEDINGS)**

41. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be five [5] members of the Board.
42. The Chairman may at any time, and the Secretary shall on the requisition of not less than two [2] Directors, convene a meeting of the Board.
43. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
44. The Chairman of the Board shall if present preside at all meetings of the Board. In his absence a Deputy-Chairman shall preside and in the event of the Chairman and both Deputy-Chairmen being absent the meeting shall elect a member of the Board to be chairman of the meeting. The chairman of such meeting shall in the case of an equality of votes have a casting vote in addition to his deliberative vote.
45. 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.
46. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was 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 purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
  - (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
47. 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.

### **DECLARATIONS BY DIRECTORS**

48. 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 and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
  - (b) comply with Rule 50.
- 48A. Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 48B. A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 48C. A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- 48D. Rules 48 to 48C inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **PROHIBITION ON DIRECTORS WITH MATERIAL PERSONAL INTEREST FROM VOTING**

- 48E. 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.

### **CONTRACTS WITH DIRECTORS**

- 48F. In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body

in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- 48G. A "pecuniary interest" in a company for the purposes of Rule 48F does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY**

- 48H. Subject to Rule 48I, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (a) the Secretary; or
- (b) any close relative (as defined in the Registered Clubs Act) of the Secretary;
- (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

- 48I. Rule 48H does not prevent the Club entering into a contract with any of the above persons which is:

- (a) a contract of employment; or
- (b) otherwise permitted by the Registered Clubs Act.

#### **MEETINGS OF MEMBERS**

49. A general meeting of the members of the Club must be held for a proper purpose.

50. A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

51. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five percent [5%] of the members or one hundred [100] members of the Club, whichever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must be in writing, state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two [2] months after the receipt by the Club of the requisition.

- (e) If the Board does not give notice of a general meeting within twenty-one [21] days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three [3] months from the date of such deposit.
  - (f) In the case of a general meeting where at least twenty-one [21] clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
  - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
  - (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
52. Every notice convening a general meeting of the Club shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the Act, or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
53. The period of notice in respect of all general meetings of the Club (including the Annual General Meeting) shall be at least twenty-one [21] clear days before the date fixed for such meeting.
54. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the notice board at least twenty-eight [28] days prior to the date fixed for such Annual General Meeting.
55. No business shall 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. Twelve [12] members entitled to vote shall constitute a quorum at a general meeting or an Annual General Meeting.
56. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) where the meeting was convened upon the requisition of members -the meeting shall be dissolved; or
  - (b) in any other case:
    - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
    - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
57. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;

- (b) To receive and consider the reports of the Board;
  - (c) To receive and consider the Financial Report, and the Auditor's Report;
  - (d) To elect the Board in accordance with this Constitution;
  - (e) To appoint an Auditor (if an Auditor is required due to resignation or dismissal);
  - (f) To approve honoraria or other extraordinary benefits (if any);
  - (g) To deal with any valid business of which due notice has been given;
  - (h) General business as provided for by this Constitution or as approved by the Chairman.
58. Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two [2] months after receipt of the notice. If a general meeting is held on a date less than two [2] months after the notice is received, provided that the Club can give at least twenty-one [21] days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- 58A. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five [5] business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
- 58B. The Chairman of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- 58C. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
59. The Chairman shall preside at all meetings of the Club. In the event of the Chairman being absent a Deputy-Chairman shall preside and in the event of the Chairman and both Deputy-Chairmen being absent the members of the Board present shall 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 shall elect a chairman of the meeting.



60. Every question or motion submitted to a meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
61. At any meeting unless a poll is demanded by the chairman of the meeting or by at least five [5] members present and entitled to vote at the meeting a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to the effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
62. If a poll is demanded as aforesaid it shall 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 shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
63. The chairman of the meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
64. (a) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken at the meeting forthwith.

#### **MINUTES**

66. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
- (a) Of all appointments of officers made by the Club;
- (b) Of the number of members present and voting at meetings of the Club;
- (c) Of all resolutions and proceedings at all meetings of the Club.

#### **FINANCIAL YEAR**

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

#### **ACCOUNTS AND AUDIT**

68. The Board shall 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.
69. 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.
70. 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.
71. 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 December 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.

#### **AUDITORS**

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

#### **SECRETARY**

73. At any time there shall only be one [1] Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

#### **GUESTS**

74. (a) All members (except Junior members) shall have the privilege of introducing guests to the Club. However, a Temporary member may introduce a guest only in accordance with Rule 74(h). 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 17(d).
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law. No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended or who is then refused admission to or being turned out of the Club.

- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) The Secretary 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.
- (h) 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.
- (i) For the purposes of Rule 74(h)(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.

#### **EXECUTION OF DOCUMENTS**

- 75. (a) The Club shall have a Seal.
- (b) The Board must provide for the safe custody of the Seal.
- (c) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
  - (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.
- (d) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
  - (i) two members of the Board; or
  - (ii) one member of the Board and the Secretary.

#### **NOTICES**

- 76. Any notice in writing may be given by the Club to a member either:
  - (i) personally;
  - (j) by sending it by post to the address for the member in the Register of Members; or

- (k) by sending it to the fax number or electronic address (if any) nominated by the member.
- 76A. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.
- 76B. (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 76C. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.
77. Deleted.

#### **INDEMNITY**

78. 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.
79. 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 cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

#### **CLUB OPERATIONS – GENERAL**

80. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
81. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.
82. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Registered Clubs Act or from

any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

83. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under 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, or any payment calculated by reference to the gaming revenue or gaming turnover of the Club.
84. Deleted.
85. Deleted.
86. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 75A 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(1) of the Registered Clubs Act.
87. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen [18] years.
- (b) A person under the age of eighteen [18] years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
88. 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.
89. 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.

### **CONSTITUTION**

90. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said act they shall be inoperative and have no effect.
91. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent [75%] of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
92. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

## OBJECTS

93. The objects of the Club are to:

- (a) to take over or otherwise acquire all of the assets and liabilities of an unincorporated Club known as Kootingal and District Bowling Club and to assume and continue the functions of same.
- (b) to erect build or cause to be built or erected and/or to provide and maintain improve and alter a Club House to contain accommodation and amenities for gentlemen and ladies or both with all such rooms conveniences apartments and out buildings as may be considered necessary and desirable for the purpose of the Club.
- (c) to provide lay out establish and maintain bowling greens and other playing areas and grounds and other such amenities as may from time to time be deemed necessary or convenient by the Board. To improve and beautify any lands of the Club by constructions and maintenance of gardens bridle tracks playgrounds and the like.
- (d) to provide recreational facilities and amenities for Members of the Club and their guests and to promote the game of bowls and other athletic sports recreations or pastimes.
- (e) to buy make sell repair and deal in all kinds of sporting equipment.
- (f) 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.
- (g) to invest and deal with any of the monies 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 to vary and realise such investments.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) to take or reject any gift or property money or goods whether subject to any special trust or not.
- (l) to affiliate co-operate or associate with any other club society institution or association having similar objects to the Club.
- (m) to acquire membership of the Registered Clubs Association of New South Wales (also known as ClubsNSW) and to arrange for the representation of the Club at

any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social sporting and other activities.

- (n) to establish promote or assist in establishing and promoting and to subscribe to or become a member of any association having objects similar to the Club. Provided that the Club shall not subscribe to or support with its funds any Club Association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.
- (o) to promote and conduct matches competitions and exhibitions in relation to bowls and other athletic sports and to give or contribute to prizes or trophies and to guarantee prize money or expenses in connection with such matches competitions and exhibitions. Provided that no member of the Club or other person shall receive any prize medal or award of distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion or which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
- (p) do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

#### **LIMITED LIABILITY**

94. The liability of members is limited.

95.