



CARLINGFORD BOWLING SPORTS AND RECREATION CLUB LTD

ACN 000 110 976

Corporations Act 2001

A Company limited by Guarantee and not having a share Capital.

2019 CONSTITUTION

Adopted 28 NOVEMBER 2019

Amended 28 NOVEMBER 2022



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CARLINGFORD SPORTS & RECREATION CLUB

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CORPORATIONS ACT
A PUBLIC COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

CONSTITUTION
OF
CARLINGFORD BOWLING, SPORTS & RECREATION CLUB LTD
ACN 000 110 976

1. NAME

- 1.1 The name of the Company (hereinafter called the Club) is Carlingford Bowling, Sports & Recreation Club Ltd

2. DEFINITIONS AND INTERPRETATION

- 2.1 In this Constitution unless there is something in the subject matter or context inconsistent therewith: in this Constitution unless the contrary intention appears these words have the following meanings.

"Act" means the Corporations Act 2001. When any provision of the **"Act"** is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the **"Act,"** or any modifications thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.

"Board" means the Members for the time being of the **Board of Directors of the Club** constituted in accordance with this Constitution.

"By-Laws" mean the By-Laws made in accordance with this Constitution.

"Club" means Carlingford Bowling, Sports & Recreation Club Ltd carrying on the business of a registered Club at:

- i 334 Pennant Hills Rd Carlingford NSW 2118
- ii 59 Chatham Rd Denistone NSW 2114
- iii At any other address that the Board may from time to time determine to be appropriate for carrying on the business of the Registered Club.

"Club Notice Board" means a Board designated as such and located in a conspicuous place within the Club premises on which notices for the information of Members are posted.

"Club Patron" means a person appointed as Club patron pursuant to rule 36 and who accepts the appointment as Club patron.

"Constitution" means this Constitution.

"Full Member" means a member who is a Life Member, a Bowling Member, a Social Member or Junior Bowling Member of the Club.

"Honorary Member" means a person who under the By-Laws is an honorary member of the Club.

"Life Member" means a person who is elected to Membership of the Club for life.

"Liquor Act" means the **"Liquor Act 2007"**.

"Members of the dissolved Club – Brush Park Members" means those persons who were Members of Brush Park Bowling Club Ltd as at amalgamation completion between Carlingford Bowling, Sports & Recreation Club Ltd and Brush Park Bowling Club Ltd.

"Members of the dissolved Club – Denistone Sports Members" means those persons who were Members of Denistone Sports Club Ltd as at completion of the amalgamation between Carlingford Bowling, Sports & Recreation Club Ltd and Denistone Sports Club Ltd in accordance with the Deed of Amalgamation.

"Month" except where otherwise provided in this Constitution means calendar month.

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

"Ordinary Member" means in accordance with the **Registered Clubs Act** a bowling member, social member, or junior bowling member of the Club other than a life member, honorary member, temporary member, or provisional member of the Club.

"Premises" means any or all of the **"Club's"** separate premises as the case requires.

"Provisional Member" means a person who has applied for admission as a full member of the Club, has paid the subscription appropriate for the Membership applied for and is awaiting a decision on the application.

"Registered Clubs Act" means the **"Registered Clubs Act – 1976"**. When any provision of the **Registered Clubs Act** is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the **Registered Clubs Act** or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

"Rules" means the rules comprising this Constitution.

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Group Chief Executive Officer, Chief Executive Officer, or any other title attributed to the person who is the Secretary of the Club for the purpose of the **Registered Clubs Act**.

"Special Resolution" has the meaning assigned thereto by the **"Act."** To be passed, a

Special Resolution must receive at least seventy five percent (75%) of the votes cast by Members eligible to vote on the special resolution.

"Temporary Member" means a person who under the By-Laws is a temporary member of the Club

2.2 In this Constitution

- i. Words importing the singular include the plural and vice versa and the masculine gender the feminine gender and vice versa

- ii. References to "in writing" or "*written*" include any modes, including electronic media, email, texts, sms, mms, or Club web site, of representing or reproducing words in visible form in the English language.
- iii. 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 clauses in this Constitution nor limit or govern the construction of this Constitution.
- iv. References to any statutory enactment shall include any regulation or rule made pursuant to it and 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.
- v. **"Gender Neutral"** means male or female and vice versa.
- vi. **"Financial Member"**: a person shall not be a financial member of the Club if:
 - i. The member's subscription or any part thereof has not been paid in accordance with rule 12.3, or
 - ii. Any money (other than that referred to in subparagraph i. above) has remain unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof and In either case that member shall be and remain non-financial until the full amount owing is paid to the Club.

3. INTERPRETATION OF CONSTITUTION

- 3.1 A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or any By-Laws of the Club made pursuant to this Constitution or on any matter arising there from, shall be conclusive and binding on all Members of the Club.

4. OBJECTS

- 4.1 The objects for which the Club is established are:
 - a. To take over and assume the assets and liabilities of the former unincorporated association known as the Carlingford Bowling Club.
 - b. In furtherance of the objects of the Club to provide, lay out and establish bowling greens and such other grounds to be used for recreation purposes as the Board may determine.
 - c. To provide a Clubhouse to contain accommodation for ladies and gentlemen and all such rooms, conveniences, appointments, and out-buildings as the Board may deem desirable for the purposes of the Club and to furnish and maintain such Clubhouse.
 - d. To promote and encourage the playing of the game of bowls.

- e. In furtherance of the objects of the Club to buy, make, supply, sell and deal in all kinds of bowling equipment and bowls and all other apparatus or material used in connection with the game of bowls.
- f. To buy, provide, make, and sell to the Members of the Club or other guests meals, food, drinks, tobacco, cigars, cigarettes, and all other things commonly or conveniently consumed or used by Members of a Club.
- g. Subject to the **“Act”** and in furtherance of the objects of the Club to purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, or other property whatsoever whether real or personal which the Board may deem requisite for the purposes of the Club.
- h. To sell, dispose of, let, demise, mortgage or give in exchange any land or other property belonging to the Club for such consideration and upon such terms and conditions as the Board may think fit.
- i. Subject to this Constitution to hire and employ secretaries, managers, servants, and workmen and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities, and pensions.
- j. In furtherance of the objects of the Club to promote and hold either alone or jointly with any other association, Club or persons bowling meetings, competitions, matches or tournaments and to offer, give or contribute towards prizes, medals, and distinctions.
- k. In furtherance of the objects of the Club to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any association or Club whose objects are similar or in part similar to the objects of the Club and which shall prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed upon the Club under or by virtue of this Constitution.
- l. To maintain a certificate of registration under the **“Registered Clubs Act”**, allowing for the sale of alcohol and the operation of gaming machines.
- m. To borrow or raise or secure the payment of money in such manner as the Board shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise and either charged upon all or any of the Club property, both present and future, or not so charged or by way of mortgage upon or over all or any part of the Club’s property both present and future and to purchase, redeem or pay off any of such securities.
- n. To construct, maintain and alter any buildings or works which the Board may deem necessary or convenient for the purposes of the Club.

- o. Subject to the “**Act**” to invest and deal with the moneys of the Club not immediately required in such manner as the Board may from time to time determine.
- p. In furtherance of the objects of the Club to take or otherwise acquire or hold shares in any other company having objects all together or in part similar to those of the Club or carrying on any business which the Board may deem capable of being conducted so as to directly or indirectly benefit the Club.
- q. In furtherance of the objects of the Club to amalgamate with any other company having objects all together or in part similar to those of the Club and which shall prohibit the distribution of its income and property amongst its Members to an extent at least as great as is imposed upon the Club under or by virtue of this Constitution.
- r. In furtherance of the objects of the Club to sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Board may think fit and in particular for shares, debentures or securities of any other company having objects all together or in part similar to those of the Club.
- s. To make, draw, accept, endorse, discount, and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- t. Generally, to do all such things as may appear to the Board to be incidental or conducive to the attainment of the above objects or any of them.
- u. To be affiliated with the following Organisations:
 - i Bows NSW Ltd
 - ii The Registered Clubs Association of New South Wales - Clubs NSW

5. PROPERTY AND INCOME OF THE CLUB

- 5.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members of the Club.
- 5.2 Nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Club or to any member of the Club in return for services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Club.

- 5.3 Notwithstanding anything in this Constitution no member of the governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by Fees and no remuneration or other benefit in money or monies worth shall be given by the Club to any member of such governing body except repayment of out-of-pocket expenses and interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Club.

6. LIMITED LIABILITY AND MEMBERS GUARANTEE

- 6.1 The liability of Members of the Club is limited.
- 6.2 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 they are a Member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars (\$5).

7. APPLICATION OF PROPERTY ON DISSOLUTION

- 7.1 If upon the winding up or dissolution of the Club there remains after the 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 or transferred to some other institution or institutions having 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. Such institution, or institutions to be determined by the Members of the Club in a General Meeting by Special Resolution at or before the time of dissolution, and in default thereof by the Group Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. PRELIMINARY

- 8.1 **Pursuant to section 135(2) of the “Act”** all replaceable rules referred to in the “Act.” are hereby displaced or modified as provided in this Constitution.
- 8.2 The Club is established for the purposes set out in this Constitution.
- 8.3 The Club shall be a non-proprietary company.
- 8.4 **Subject to the provisions of section 10(6) and section 10(6)a of the “Registered Clubs Act”**, a member of the Club, whether or not they are a member of the governing body 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.

- 8.5 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 Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under part ii of the “Registered Clubs Act” or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- 8.6 The Secretary, Group Chief Executive Officer or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution 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.
- 8.7 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.
- 8.8 Any profits or other income of the Club shall be applied only to the promotion of the purposes and objects of the Club and shall not be paid to or distributed among the Members of the Club.
- 8.9 Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person other than a Member except on the invitation and in the company of a member provided that this 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(1) of the “Registered Clubs Act”.
- 8.10 Liquor shall not be sold supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 8.11 A person under the age of 18 years shall not use or operate any of the gaming facilities on the premises of the Club.
- 8.12 The Club will ensure, as a condition of employment of any employee engaged by the Club, that all Club employees are in discharging their duties bound by the Club’s Code of Conduct for employees.
9. **Membership**
- 9.1 The number of full Members of the Club shall not exceed the maximum permissible under the “Registered Clubs Act.”
- 9.2 No person under the age of 18 years shall be admitted as a Member of the Club, other than as a junior bowling member in accordance with this Constitution.
- 9.3 The persons who at the date of the Special Resolution adopting this Constitution are entered in the register of Members of the Club and such other persons as the Board shall admit to Membership in accordance with this Constitution shall be Members of the Club.

9.4 The Membership of the Club shall be divided into the following classes:

- i. Life Members, life Members are not obliged to pay an annual subscription.
- ii. Bowling Members
- iii. Social Members
- iv. Junior Bowling Members
- v. Honorary Members
- vi. Temporary Members
- vii. Provisional Members
- viii. The Members of the dissolved Club – Brush Park Members
- ix. The Members of the dissolved Club – Denistone Sports Members

9.5 A person shall not be admitted to Membership of the Club except as a Life Member, Bowling Member, Social Member, Junior Bowling Member, Honorary Member, Temporary Member, or Provisional Member.

9.6 In accordance with and for the purposes of **division 1a and division 1b of the “Registered Clubs Act”** the Club will establish the following classes of Members:

- i. The Members of the dissolved Club – Brush Park Members.
- ii. The Members of the dissolved Club - Denistone Sports Members.

9.7 Full Membership of the Club shall be divided into the following classes:

- i. Life Members
- ii. Bowling Members
- iii. Social Members
- iv. Junior Bowling Members

9.8 Persons who are not full Members of the Club may be admitted to the Club as:

- i. Honorary Members
- ii. Temporary Members
- iii. Provisional Members

9.9 The number of full Members having the right to vote in the election of the Board shall at all times exceed the number of full Members who do not have the right to vote in the election of the Board.

9.10 All classes of Membership are open to any gender.

10. Rights of Members – voting, meeting attendance

10.1 Life Members:

- i. May nominate persons for election to the Board of the Club
- ii. May vote in an election for Members of the Board
- iii. Are eligible to be elected to any position on the Board.
- iv. Are entitled to attend any General Meeting of the Club and to vote on any resolution put to that meeting, including a Special Resolution to amend this Constitution.
- v. Are not required to pay any subscription fee.

10.2 Financial Bowling Members:

- i. May nominate persons for election to the Board of the Club
- ii. May vote in an election for Members of the Board
- iii. Are eligible to be elected to any position on the Board.

10.3 Financial Social Members:

- i. May nominate persons for election to the Board of the Club
- ii. May vote in an election for Members of the Board
- iii. Are eligible to be elected to any position on the Board, except that financial social Members are entitled to hold only up to two (2) positions on the Board.
- iv. Are entitled to attend any General Meetings of the Club and (subject to the following subparagraph v.) to vote on any resolution put to that meeting except a Special Resolution to amend this Constitution.
- v. A financial social member who is also a Director of the Club is entitled to vote at a General Meeting on any Special Resolution to amend this Constitution.

10.4 No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.

10.5 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 vote.

10.6 No member whose Membership has been suspended under rule 15 as at the time of the meeting shall be entitled to attend or vote at any General Meeting or in the election of the Board.

10.7 No member (other than a Life Member) shall be entitled to be present or vote at any meeting of the Club or to be elected as a member of the Board or to any other office in the Club if that member is a non-financial member of the Club.

11. ELECTION OF MEMBERS

11.1 The Board of the Club may grant or refuse any application for Membership to any of the following classes without giving any reason:

- a. Life Members
- b. Bowling Members
- c. Social Members
- d. Junior Bowling Members
- e. Honorary Members
- f. Temporary Members, and
- g. Provisional Members.

12. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

12.1 Entrance fees, subscriptions, and other payments payable by Members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than two dollars or such other minimum subscription provided from time to time by the **"Registered Clubs Act."**

- 12.2 The Board may at any time determine that an entrance fee must be paid by each person nominated for and elected to Membership as a Social Member. 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 Social Membership who was formerly a member of the Club may, at the discretion of the Board, be elected without payment of any entrance fee.
- 12.3 All entrance fees, subscriptions, levies, and other payments shall be due and payable on a date or dates determined by the Board from time to time.

13. ADDRESSES OF MEMBERS

- 13.1 Members shall advise the Group Chief Executive Officer of the Club of any change in their address.

14. REGISTERS OF MEMBERS AND GUESTS

- 14.1 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, the occupation and address of each full member, the date of birth and the date of being first elected to membership of the Club and if that person is a social member, the date on which that member last paid the annual fee for membership of the Club.
 - b. A register of persons who are Honorary Members. This register shall set forth the full name or the surname and initials and address of each honorary member.
 - c. A register of persons who are Temporary Members in accordance with the **"Registered Clubs Act."**
 - d. A register of persons of or over the age of 18 years who enter the premises of the Club as guests of Members. This register shall set forth the full name or the surname and initials, the address, the date on which the entry of the guest's name in the register is made and the signature of the member introducing the guest.

15. DISCIPLINARY PROCEEDINGS

- 15.1 If any member shall willfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any 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 conduct which is unbecoming of a member or which shall render the member unfit for Membership, the Board shall have power to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, expel, or accept the resignation of such member and to have recorded in the register of Members that the person has ceased to be a member of the Club provided that:

- i. Such member shall be notified of any charge against the member pursuant to this. Rule and of the date, time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear working days before the meeting of the Board at which such charge is to be heard.

15.2 In the event that a notice of charge is issued to a member pursuant to **Rule 15.1 Subparagraph i**, the Board shall have power, on the vote of a simple majority of the Board, to suspend that member from all rights and privileges as a member of the Club until the charge is heard. Such suspension shall be promptly notified in writing to the member concerned.

15.3 The Board may approve By-Laws from time to time relating to the procedure for the conduct of disciplinary proceedings.

15.4 In accordance with **Section 77 of the "Liquor Act"** the Secretary or subject to Rule 15.5 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.

15.5 Without limiting the provisions of **Section 77 of the "Liquor Act"** the employee who under this Constitution is entitled to exercise the powers set out in this Rule shall be:

- i. In the absence of the Secretary from the premises of the Club the senior employee then on duty; or
- ii. any employee authorised in writing by the Secretary to exercise such power.

16. RESIGNATION AND CESSATION OF MEMBERSHIP

16.1 A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of Membership fees or any part thereof but shall remain liable for any monies due or payable under this Constitution.

17. GUESTS

17.1 Subject always to rule 17.8 and rule 17.9 below, all Members other than Junior Bowling Members shall have the privilege of introducing guests to the Club.

17.2 No member shall introduce guests more frequently or in greater number than may for the time being, be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club pursuant to **Rule 15.1** or **Rule 15.2** or who has been refused admission to or turned out of the Club pursuant to **Rule 15.4** or **15.5**.

- 17.3 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 17.4 The Board shall have power to make By-Laws from time to time consistent with the Constitution or the **“Registered Clubs Act”** regulating the terms and conditions on which guests may be admitted to the Club.
- 17.5 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.
- 17.6 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.
- 17.7 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.
- 17.8 The Secretary or in the Secretary’s absence, the Senior Employee of the Club then on duty, may refuse a guest admission to the Club’s premises (or any part thereof) anytime without notice and without being required to give a reason.
- 17.9 A **Temporary Member** may bring into 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.
 - 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.
- 17.10 A **“Responsible Adult”** for the purposes of rule 17.9 means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- i. A parent, step-parent or guardian of the minor.
 - ii. The minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis.
 - iii. A person who for the time being has parental responsibility for the minor.

18. BOARD OF DIRECTORS

- 18.1 On and from the election of the Board at the Annual General Meeting of the Club held in 2022.
- i. The Board shall consist of Nine (9) Directors who shall comprise the Chairperson, a Senior Vice Chairperson, a Junior Vice Chairman and Four (4) other Directors all of whom must be Life Members or Bowling Members and Two (2) other Directors each of whom may be Life Members, Bowling Members or Social Members.
 - ii. The position of Chairperson will replace the previous position of Chairman, the position of Senior Vice Chairperson will replace the previous position of Deputy Chairman, and the position of Junior Vice Chairperson will replace the previous position of Treasurer.

- iii. The Director who was elected at the Annual General Meeting held in 2022 to fill the position of Chairperson, will be held to hold the position of Chairperson. The Director who was elected at the Annual General Meeting held in 2020 to fill the position of Deputy Chairman will be held to hold the position of Senior Vice Chairperson. The Director who was elected at the Annual General Meeting in 2020 and reelected in 2021 as Treasurer will be held to hold the position of Junior Vice Chairperson.
- 18.2 To be eligible to be elected as a Director a member must have been a financial member of the Club for a period of at least twenty-four (24) months immediately prior to nominating for election as a Director.
- 18.3 No person currently under suspension by the Board in accordance with this Constitution Shall be eligible to nominate, stand for or be elected or appointed to the Board.
- 18.4 All Directors elected at the Annual General Meeting of the Club held in 2018 must retire at the second Annual General Meeting next following their election and, subject to this Constitution, the **"Act"** and the **"Registered Clubs Act"**, will be eligible for re-election.
- 18.5 For the purposes of the Annual General Meeting of the Club to be held in 2020 and thereafter, Directors shall hold office in accordance with and subject to schedule 4 of the **"Registered Clubs Act"**, which is repeated below.

SCHEDULE 4

1. Definitions In this Schedule

"General Meeting" means a meeting of the Members of the Club at which Members of the governing body are to be elected.

"Triennial Rule" means the rule of the Club that provides for the election of Members of the governing body in accordance with this schedule.

"Year" means the period between successive General Meetings

2. Repealed

3. First General Meeting under triennial rule

- 1 The Members elected to the governing body at the first General Meeting shall be divided into 3 Groups.
2. The groups:
 - a. Shall be determined by drawing lots and
 - b. Shall be as nearly as practicable equal in number' and
 - c. Shall be designated as group "1" group "2" and group "3."

3. Unless otherwise disqualified the Members of the governing body
 - a. In group 1 shall hold office for 1 year and in
 - b. Group 2 shall hold office for 2 years' and in
 - c. Group 3 shall hold office for 3 years.

4. *Subsequent General Meetings*

At each General Meeting held while the Triennial Rule is in force (other than the first such meeting) the number of Members required to fill vacancies on the governing body shall be elected and shall unless otherwise disqualified, hold office for 3 years.

5. *Casual Vacancies*

1. A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding General Meeting
2. The vacancy caused at a General Meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of the office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the General Meeting.

6. *Re-Election*

A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

7. *Revocation of Triennial Rule*

- (1) If the Triennial Rule is revoked
 - a. At a General Meeting – all the Members of the governing body cease to hold office or
 - b. At a meeting other than a General Meeting – all the Members of the governing body cease to hold office at the next succeeding General Meeting, and an election shall be held at the meeting to elect the Members of the governing body.
- (2) The triennial rule cannot be revoked by a Club if the rule is taken to apply to the Club pursuant to a regulation made for the **purposes of Section 30 (1) (a1)**.

- 18.6 A member or Club Employee, must not issue, promote or distribute within any, of the Club's premises or properties, or in the precincts surrounding the Club and its premises or properties, or any Club function or at any Club sponsored event, any "how to vote" ticket or other material which advocates either for, or against, the election of any member to the Board of Directors or to any other office in the Club.
- 18.7 No member who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.
- 18.8 Any eligible member may be nominated for more than one position on the Board but may only be entitled to hold one such position and the order of seniority of positions on the Board will be the order appearing the "**Registered Clubs Act.**"
- 18.9 Nominations for election of a Director cease twenty-one (21) days prior to the date of the Annual General Meeting.
- 18.10 If the full number of candidates for the various positions on the Board are not nominated as prescribed then, subject to the following rule 18.11 those candidates who are nominated shall be deemed to be duly elected to the relevant positions.
- i. Additional nominations may be made at the meeting for the positions not so filled.
 - ii. If there be more than the required number nominated for any position an election must take place by secret ballot.
- 18.11 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 the preceding rule 18.10, thereby eliminate the need for an election for that position then, notwithstanding the provisions of **RULE** 18.10 further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.
- i. If there are not sufficient nominations for any position on the Board 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 until the next Annual General Meeting at which an election for the Board is to take place.
 - ii. The election of Directors must be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct provided that, if the by- laws so provide, a ballot for election of Directors may be held during the period of seven (7) days immediately preceding the date of the Annual General Meeting and the result of such ballot must be declared at the Annual General Meeting.

- iii. The Board has the power to make By-Laws regulating all matters in connection with the election of the Board not otherwise provided for by this Constitution.

19. POWERS OF THE BOARD

- 19.1 The Board shall be responsible for the management of the business and affairs of the Club and to ensure that the Objects of the Club as set out in **Rule 4** of this Constitution are upheld.
- 19.2 The powers of the Board are subject to any restriction imposed by the “**Act**,” the “**Registered Clubs Act**” and this Constitution. In particular, but without derogating from the general powers set out in this Rule 19, the Board shall have power from time to time:
 - a. To delegate any of its powers to committees consisting of such member or Members of its body and/or such full Members of the Club together with persons who are not Members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
 - b. To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects, and property and for the convenience, comfort, and well-being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof.
 - c. Any by-law or regulation made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law or regulation on the notice Board
 - d. To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - e. To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - f. To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - g. To institute, conduct, defend, settle, 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 any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

- h. To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and with the sanction of a General Meeting of the Club to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the **"Registered Clubs Act"** without the consent of the Licensing Court being obtained.
- i. 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.
- j. To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- 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 raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge, or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- l. To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define the duties.
- m. To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary, or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments, or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- n. To fix the maximum number of persons who may be admitted to each or any category of Membership of the Club in accordance with this Constitution.

- o. To create Sub Committees or sections for the conduct, management and control of any sport or other activity within the Club. To define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections. To fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections or any of them and from time to time. To prepare or approve and amend rules and By-Laws for the control and regulation of such sections or committees and the conduct and activities thereof, and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- p. To set the entrance fees and annual or other subscriptions and fees payable by all Members.
- q. 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.
- r. To make charges and levies on Members for general or special purposes provided that the charge or levy so made shall not have effect until the same has been confirmed by a resolution carried by at least three-fourths (75%) of the Members present and entitled to vote at the meeting called to consider such charge or levy.
- s. To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.
- t. To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.

20. PROCEEDINGS OF THE BOARD

- 20.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 20.2 A record of all Members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 20.3 The quorum for meetings of the Board shall be a minimum of (one) 1 Executive and (four) 4 ordinary Directors of the Board personally present.
- 20.4 Meetings may be called using the agreed form of technology by all Directors. A Director may only withdraw their consent within a reasonable period before the meeting.
- 20.5 The Chairperson shall preside as Chairperson at every Meeting of the Board. If the Chairperson is not present or is unwilling or unable to act, then the Senior Vice Chairperson

shall preside as Chairperson. If the Senior Vice Chairperson is not present or is unwilling or unable to act, then the Junior Vice Chairperson shall preside as Chairperson, if the Junior Vice Chairperson is unable or unwilling to act then the Directors present shall elect a Chairperson for that meeting.

- 20.6 The Chairperson may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board. The Secretary shall convene a meeting of the Board within ten (10) days of receiving a request.
- 20.7 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 20.8 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or Members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
- 20.9 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the Members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 20.10 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Members of the Board. The resolution shall be passed when the last Director signs the document containing the resolution.
- 20.11 No Director shall be disqualified from his or her office by reason of his or her contracting with the Club either as vendor or purchaser or otherwise, nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established provided that the Director declares the nature of their interest at a meeting of the Board of the Club.

- 20.12 Where a Director of the Club makes a declaration of interest pursuant to **Rule 20.11** the requirements of **section 39** of the **“Registered Clubs Act”** shall be implemented.
- 20.13 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 must not:
- i. Be present while the matter is being considered at the meeting, or
 - ii. Vote on the matter.
- 20.14 The Board shall have no power to pass a resolution for the purposes of **Section 195(2)** of the **“Act”**.

21. VACANCIES ON THE BOARD

- 21.1 No Confidence Motion - Subject to the provisions of this Constitution the Members may put forward a Special Resolution to have any member or Members of the Board or the whole of the Board removed before the expiration of their period of office and may by Special Resolution appoint another person or persons in their stead providing the person so appointed complies with this Constitution.
- 21.2 Any person so appointed in accordance with **Rule 21.1** shall hold office for the remaining period of time of Office of the person removed from the Board.
- 21.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on.
- 21.4 The provisions of **Section 203d of the “Act”** shall be followed in relation to that meeting.
- 21.5 The office of a member of the Board shall automatically be vacated:
- i. If the member becomes insolvent under administration or has been convicted of any offence referred to in **Section 206b of the “Act”**.
 - ii. If the member 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.
 - iii. If the member is absent from three (3) consecutive Board meetings without leave of absence from the Board and the Board resolves that that member’s office be vacated.
 - iv. If by notice in writing given to the Secretary, the member resigns from office as a Director.
 - v. If the member becomes prohibited from being a member of the Board by reason of any order made under the **“Act.”**

- vi. If the member ceases to be a member of the Club.
 - vii. If the member fails to declare the nature of the member's interest in a contract or office or property in accordance with this Constitution.
 - viii. If the member becomes an employee of the Club.
- 21.6 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the Second Annual General Meeting after the date the person who created the vacancy was elected as a Director.
- 22. MEETINGS**
- 22.1 A General Meeting of the Members of the Club must be held for a proper purpose.
- 22.2 **ANNUAL GENERAL MEETING**
A General Meeting called The Annual General Meeting shall be held at least once 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 the Annual General Meeting shall be called General Meetings.
- 22.3 **SPECIAL GENERAL MEETINGS**
The Chairperson or the Board may whenever he or she considers it fit to call and arrange to hold a Special General Meeting of the Club.
- 22.4 **CALLING FOR A SPECIAL GENERAL MEETING BY MEMBERS**
The Chairperson or the Board must call and arrange to hold a Special General Meeting of the Club on the request of:
- i. Members with at least 5% of the votes that may be cast at the special General Meeting; or
 - ii. At least 100 Members who are entitled to vote at the Special General Meeting.
- 22.5 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the notice Board shall invalidate any proceedings at such meeting unless pursuant to **Section 1322 of the "Act"** such proceedings are declared to be void.
- 22.6 **QUORUMS AT MEETINGS**
- i. No business shall be transacted at any Annual General Meeting, General Meeting or Special General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
 - ii. Thirty (30) Members entitled to vote shall constitute a quorum.
 - iii. If a quorum is not present at the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the

meeting has been convened at the request of Members pursuant to **Rule 22.4**, the same shall be dissolved. If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall constitute a quorum and may transact any business for which the meeting was called.

22.7 VOTING AT MEETINGS - ANNUAL GENERAL MEETINGS & GENERAL MEETINGS

At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

22.8 VOTING AT MEETINGS - SPECIAL GENERAL MEETINGS

- i. Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those Members present and voting and counted on a show of hands (unless a poll is demanded by five (5) Members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the meeting shall have a second or casting vote.
- ii. If a poll is demanded, it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.
- iii. A demand for a poll may be withdrawn.

22.9 The only business that is to be discussed at any Special General Meeting is the business that has been pre-circulated as a “Special Resolution” to Members prior to the meeting.

22.10 There shall be no Proxy Voting by any Financial Member on behalf of another financial member whatsoever at any Meeting of the Club

23. PROCEDURE AT MEETINGS

23.1 The ordinary business of any Annual General Meeting shall be to receive and consider the **reports** prescribed in **Section 317 of the “Act”** and to elect in the manner provided in this Constitution, in clause 19 referring to **Schedule 4 (Section 30)** of the **“Registered Clubs Act.”**

23.2 The Members of the Board and subject to the **“Act”** to appoint an auditor or auditors.

23.3 No business is to be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.

- 23.4 The Chairperson shall be entitled to preside at every Annual General Meeting, General Meetings or Special General Meetings of the Club.
- 23.5 If the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Senior Vice Chairperson shall preside as Chairperson, if the Senior Vice Chairperson is not present or is unwilling or unable to act, then the Junior Vice Chairperson shall preside as Chairperson if the Junior Vice Chairperson is not present or is unwilling or unable to act then the members present shall elect a Chairperson for the meeting. If the Chairperson, the Senior Vice Chairperson or Junior Vice Chairperson are not present within fifteen minutes after the time appointed for holding the Annual General Meeting, a General Meeting or a Special General Meeting of the Club or are unwilling or unable to act then members present shall elect a Chairperson for the meeting.
- 23.6 The Chairperson of a Meeting may with the consent of the 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
- It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of the original meeting.
- 23.7 The only general business that will be discussed at any meeting of the Club, shall be items that have been received one week prior, as called for, to the nominated date of the meeting, by the Secretary. There shall be no further business items whatsoever taken from the floor of the meeting.

24. MEMBERS' RESOLUTIONS

- 24.1 The following Members may give the Club notice of a resolution that they propose to move at a General Meeting:
- i Members with at least 5% of the votes that may be cast on the resolution; or
 - ii At least 100 Members who are entitled to vote at a General Meeting.
- 24.2 The notice must:
- i Be in writing; and
 - ii Set out the wording of the proposed resolution; and
 - iii Be signed by the Members proposing to move the resolution.

25. AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 25.1 The Club's auditor shall be given notice of all General Meetings at the same time as

such notice is given to Members and is entitled to attend any General Meetings of the Club.

25.2 The auditor 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.

25.3 The auditor is entitled to be heard even if:

- i. The auditor retires at the meeting, or
- ii. The meeting passes a resolution to remove the auditor from office.

25.4 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

26. ACCOUNTS

26.1 The Board shall cause correct and proper accounts and records to be kept with respect to all financial affairs and all other transactions of the Club in accordance with the **“Act”** and the **“Registered Clubs Act.”**

26.2 The Board shall ensure that financial statements of the Club incorporating a balance sheet and profit and loss accounts and trading accounts are provided to it on a quarterly basis and made available to Members of the Club within seven (7) days of the statements being adopted by the Board and that a notice is displayed on the Club’s premises and website advising Members as to how the financial statements can be accessed.

26.3 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and must always be open to the inspection of the Directors.

26.4 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 the “Act”**.

26.5 In accordance with 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:

- i. The Financial Report of the Club.
- ii. The Directors' Report; and
- iii. The Auditors' Report on the financial report.

27. FINANCIAL YEAR

27.1 The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the **“Act,”** the Board may determine.

28. FINANCIAL AFFAIRS OF THE CLUB

- 28.1 The Board of Directors of the Club shall supervise the financial affairs of the Club in such manner as the Board may determine from time to time.

29. THE SECRETARY

- 29.1 At any one time there shall be only one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Group Executive Officer of the Club for the purposes of the “**Registered Clubs Act**”.

30. AUDITORS

- 30.1 Auditors shall be appointed, and their duties regulated in accordance with the “**Act**” and their remuneration shall be fixed by the Board.

31. GROUP CHIEF EXECUTIVE OFFICER

- 31.1 At any one time there shall be only one (1) Group Chief Executive Officer of the Club.

32. EXECUTION OF DOCUMENTS

- 32.1 The Board must provide for the safe custody of the Seal.
- 32.2 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. Members of the Board; or
 - ii. One member of the Board and the Secretary.
- 32.3 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.
- 32.4 The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

33. NOTICES

- 33.1 A notice may be given by the Club Secretary to any member either personally or 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.
- 33.2 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.

34. INDEMNITY TO OFFICERS

- 34.1 Every person who is or was an officer (as defined in **section 9 of the “Act”** of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer, except:
- i. In relation to a liability owed to the Club or a related body corporate, or
 - ii. In relation to a liability for a pecuniary penalty order under **section 1317g of the “Act”** or a compensation order **under section 1317h of the “Act”**; or
 - iii. In relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith
- 34.2 Every person who is or was an Officer (**as defined in Section 9 of the “Act”**) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an Officer, except:
- i. In defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under **Section 199a (2) of the “Act”**, or
 - ii. In defending or resisting criminal proceedings in which the person is found guilty, or
 - iii. In defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established, or
 - iv. In connection with proceedings for relief to the person under the **“Act”** in which the court denies the relief.
- 34.3 The Club may pay a premium for a contract insuring a person who is or was an Officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an Officer, except:
- i. In relation to conduct involving a willful breach of duty in relation to the Club.
Or
 - ii. In relation to a contravention of **Sections 182 or 183 of the “Act”**.

35. GENERAL

- 35.1 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 this Constitution are inconsistent therewith and might prevent the Club being registered under the said act those provisions shall be inoperative and have no effect.

36. CLUB PATRON

- 36.1 The role of the Club Patron is to support and promote the Club and to act in the interests of the Club.
- 36.2 The Life Members, Bowling Members and Social Members of the Club may in any

General Meeting appoint or remove one or more persons as Club Patron on the recommendation of the Board to the Members in General Meeting.

- i. Life Members, Bowling Members and Social Members are able to nominate a person to the Board for consideration as Club Patron – nominations opening two (2) weeks before the General Meeting and closing one (1) week before the General Meeting.
- ii. Nomination forms will be at reception.
- iii. The Board will make recommendations to the General Meeting about who can be approached to become a Club Patron.
- iv. The appointment of a person as a Club Patron takes effect after the person appointed at the General Meeting agrees to be a Club Patron.

36.3 There shall be a maximum of two (2) persons appointed as Club Patrons at any one time.

36.4 A Club Patron who is not a Full Member of the Club shall be an Honorary Member of the Club while he or she remains a Club Patron.

37. THE CLUB CONSTITUTION.

37.1 All Full Members of the Club shall adhere to the rules contained in this Constitution at all times.

37.2 The Club will give a copy of this Constitution to any Full Member within seven (7) days of that member.

- i. Requesting in writing a copy from the Club; and
- ii. Provides identification; and
- iii. Pays a fee (up to the fee as prescribed by the “Act” if required by the Club.

I, Shaun Phillip Johns, Secretary of Carlingford Bowling Sports & Recreational Club Ltd, hereby certify that this and the preceding 27 pages are a true and correct copy of the Constitution of Carlingford Bowling Sports & Recreational Club Ltd, as amended by Special Resolution at an Annual General Meeting held on 28th November 2022

SIGNED:

Shaun Phillip Johns
General Manager

DATED: