



CARLINGFORD BOWLING, SPORTS & RECREATION CLUB

ACN 000 110 976

Corporations Act 2001

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

CONSTITUTION



I, Keith Patterson Smith, Secretary of Carlingford Bowling, Sports & Recreation Club Ltd, hereby certify that this is a true and correct copy of the Constitution of Carlingford Bowling, Sports & Recreation Club Ltd, as adopted by Special Resolution at the General Meeting held on 22 September 2025.

Signed:

Keith Patterson Smith
General Manager

Date: 23/9/25

TABLE OF CONTENTS

Contents

NAME	4
DEFINITIONS AND INTERPRETATION	4
INTERPRETATION OF CONSTITUTION	8
OBJECTS.....	8
PROPERTY AND INCOME OF THE CLUB	10
LIMITED LIABILITY AND MEMBERS GUARANTEE	10
APPLICATION OF PROPERTY ON DISSOLUTION.....	10
PRELIMINARY	11
MEMBERSHIP	12
Types of Membership.....	12
Life Members	13
Bowling Members	13
Social Members.....	14
Junior Bowling Members.....	14
Honorary Members	14
Provisional Members.....	14
RIGHTS OF MEMBERS – VOTING, MEETING ATTENDANCE	16
ELECTION OF MEMBERS	18
TRANSFER OF MEMBERSHIP.....	19
ABSENTEE LIST.....	19
ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES.....	19
ADDRESSES OF MEMBERS	20
REGISTERS OF MEMBERS AND GUESTS	20
REMOVAL OF PERSONS FROM THE CLUB PREMISES	22
RESIGNATION AND CESSATION OF MEMBERSHIP	23
GUESTS.....	24
CLUB PATRON.....	24
BOARD OF DIRECTORS.....	25
QUALIFICATIONS.....	28
POWERS OF THE BOARD.....	29
SUB-CLUBS	31
PROCEEDINGS OF THE BOARD.....	32
DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE.....	33
VACANCIES ON THE BOARD.....	35
MEETINGS	36
PROCEDURE AT MEETINGS.....	40
MEMBERS' RESOLUTIONS	41
AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS	42
BY-LAWS.....	42
ACCOUNTS	43

FINANCIAL YEAR43

FINANCIAL AFFAIRS OF THE CLUB.....43

THE SECRETARY43

AUDITORS.....44

PROVISION OF INFORMATION TO MEMBERS.....44

EXECUTION OF DOCUMENTS44

NOTICES44

INDEMNITY TO OFFICERS46

GENERAL47

THE CLUB CONSTITUTION.....47

CORPORATIONS ACT

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

CONSTITUTION

OF

**CARLINGFORD BOWLING, SPORTS & RECREATION CLUB
ACN 000 110 976**

NAME

1. The name of the Company (hereinafter called the ("Club")) is Carlingford Bowling, Sports & Recreation Club.

DEFINITIONS AND INTERPRETATION

2. 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:

- (a) 334 Pennant Hills Rd Carlingford NSW 2118;
- (b) 59 Chatham Rd Denistone NSW 2114; and
- (c) any other address that the Board may from time to time determine to be appropriate for carrying on the business of the Registered Club.

"Close Relative" of a person means:

- (a) a parent, child, brother or sister of the person, or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).

"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 103 and who accepts the appointment as Club patron.

"Communication" means notice or other communication or information to be provided to Members by the Club, including without limitation:

- (a) any "notice of meeting" for a General Meeting of Members;
- (b) any notice of, or information about, a meeting or the Club;
- (c) any notice of, or information about an election of the Board;
- (d) any notice of, or information about an election of a committee of the Club.

"Constitution" means this Constitution.

"Controlling Interest" means in a corporation if the corporation has share capital and--

- (a) the entity has a direct interest in the corporation and the value of that direct interest exceeds 50%, or
- (b) the entity has an indirect interest in the corporation and the value of that indirect interest exceeds 50%, or
- (c) the entity has an aggregate interest in the corporation and the value of the aggregate interest exceeds 50%.

"Financial Member" means a Full Member of the Club who has

- (a) paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates where any of the charges are payable by the member; and
- (b) renewed their membership of the Club by the due date if no fee, subscription, levy or other payment are payable

"Full Member" means a Member who is an Ordinary Member or Life Member.

"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.

"Honorary Member" has the meaning given in Rule 105 of this Constitution.

“Life Member” means a person who is elected to membership of the Club for life.

“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” of the Club means any person appointed under section 66 of the Liquor Act 2007 to manage a Premises of the Club.

“Member” means a person who is a Full Member, a Provisional Member, an Honorary Member, or a Temporary Member of the Club and is registered in the Register of Members.

“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.

“Non-Financial Member” means a Member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

“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.

“Pecuniary Interest” means an interest that a person has in a matter because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person.

“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.

“Register of Members” means the register of Members maintained pursuant to the Registered Clubs Act.

“Registered Clubs Accountability Code” means the code set out in Schedule 2 of the Registered Club Regulations 2015 pursuant to clause 41C of the Registered Clubs Act.

“Registered Clubs Act” means the Registered Clubs Act – 1976 and any regulation made under

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.

“Responsible Adult” means an adult who is:

- (a) a parent, step-parent or guardian of the minor; or
- (b) the minor’s spouse or de facto partner;
- (c) for the time being, standing in as the parent of the minor.

"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” has the meaning given in Rule 49 of this Constitution.

“Top Executive” means

- (a) the Secretary;
- (b) a Manager;
- (c) any employee of the Club who is nominated by the Club as a top executive;
- (d) any employee of the Club (other than a person referred to in paragraphs (a)-(c)):
 - (i) who is one of the five (5) highest paid employees of the Club, and
 - (ii) whose remuneration package exceeds the high-income threshold set by the Fair Work Commission under the Fair Work Act 2009 of the Commonwealth, and
 - (iii) who is involved in the general administration of the Club or with its liquor and gaming operations.

3. In this Constitution

- (a) Words importing the singular include the plural and vice versa and the masculine gender the feminine gender and vice versa

- (b) 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.
- (c) 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.
- (d) 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.

INTERPRETATION OF CONSTITUTION

- 4. 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.
- 5. In relation to a requirement in this Constitution for a person to "be present" for a meeting, a person who attends a meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.
- 6. 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.

OBJECTS

- 7. 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, subject to the requirements of the Registered Clubs Act.
- (i) Subject to this Constitution to hire and employ secretaries, managers, employees, 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 comply with all requirements of the Registered Clubs Act, allowing for the Club to hold a club liquor licence granted under the Liquor Act, which will allow for the sale of alcohol and the opportunity to operate 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 Organizations:
 - (i) Bowls NSW Ltd
 - (ii) The Registered Clubs Association of New South Wales - Clubs NSW

PROPERTY AND INCOME OF THE CLUB

8. 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.

LIMITED LIABILITY AND MEMBERS GUARANTEE

9. The liability of Members of the Club is limited.
10. 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 (5) Dollars (\$5).

APPLICATION OF PROPERTY ON DISSOLUTION

11. 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.

PRELIMINARY

- 12.** 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.
- 13.** The Club is established for the purposes set out in this Constitution.
- 14.** The Club shall be a non-proprietary company.
- 15.** 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.
- 16.** The Secretary, 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.
- 17.** 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.
- 18.** 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.
- 19.** 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.
- 20.** 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.
- 21.** A person under the age of eighteen (18) years shall not use or operate any of the gaming facilities on the Premises of the Club.
- 22.** 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.

MEMBERSHIP

- 23.** The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- 24.** No person under the age of eighteen (18) years shall be admitted as a Member of the Club, other than as a junior bowling Member in accordance with this Constitution.
- 25.** The membership of the Club shall be divided into the following classes:
- (a) Life Members (Life Members are not obliged to pay an annual subscription).
 - (b) Bowling Members
 - (c) Social Members
 - (d) Junior Bowling Members
 - (e) Honorary Members
 - (f) Temporary Members
 - (g) Provisional Members
 - (h) The Members of the dissolved Club – Brush Park Members
 - (i) The Members of the dissolved Club – Denistone Sports Members
- 26.** 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.
- 27.** In accordance with and for the purposes of Divisions 1A and 1B of the Registered Clubs Act the Club will establish the following classes of Members:
- (a) The Members of the dissolved Club – Brush Park Members.
 - (b) The Members of the dissolved Club - Denistone Sports Members.

Types of Membership

- 28.** Full Membership of the Club shall be divided into the following classes:
- (a) Life Members
 - (b) Bowling Members
 - (c) Social Members
 - (d) Junior Bowling Members
- 29.** Persons who are not Full Members of the Club may be admitted to the Club as:

- (a) Honorary Members
 - (b) Temporary Members
 - (c) Provisional Members
- 30.** The number of Full Members having the right to vote in the election of the Board shall at all times exceed 25% of the Full Members of the Club.

Life Members

- 31.** (a) Life Membership may be conferred on any Member who has rendered long or meritorious service to the Club in any capacity for at least a minimum of 10 (ten) years in either one (1) or more of the following criteria areas of service for the Club for consideration-
- (i) Playing;
 - (ii) Coaching/Managing;
 - (iii) Administration; or
 - (iv) General contribution (including fund-raising, supporting and other issues that a committee may see as relevant).
- (b) Any nominee for Life Membership must have an outstanding contribution in at least one (1) of the areas set out in (a) above and at least some contribution in two (2) of the other three (3) areas or a contribution deemed appropriate at the discretion of the Board.
- (c) In determining the level of significance of the relevant members service or contribution, such service or contribution must be of high quality and significant, and for a reasonable length of time, however the quality of the service provided and the significance of contribution are to be given greater weight than the length of such contribution or service.
- (d) Life Members are not obliged to pay annual fees or subscriptions however, an "Association" fee may be payable.

Bowling Members

- 32.** (a) Any person who has attained the age of eighteen (18) years, is elected as a Bowling Member and who pays the applicable entrance fee and annual subscription shall be a Bowling Member of the Club.
- (b) All Bowling Members shall pay the current Green Fee as nominated by the Board each and every time they partake in a game of social, championship or pennant games on the Club's Premises.
- (c) No Bowling Member of the Club shall take part in any competition, game or match while they are not a Financial Member of the Club. A Non-Financial Bowling Member shall be disqualified from that competition, game or match. The acceptance of any entrance fee for any competition, game or match by any Officer, Employee, other person, or organisation shall not

exonerate any Bowling Member under this rule.

Social Members

33. Any person who has attained the age of eighteen (18) years, is elected as a Social Member and who pays the applicable entrance fee and annual subscription shall be a Social Member of the Club.

- (a) Honorary Brush Park Perpetual Life Social membership;
 - (i) Upon Settlement of Sale of the Brush Park site at 77 Rutledge Road, Eastwood NSW 2122, Brush Park Members who were Social Members of the Club at the time of the signing of the MOU with Carlingford Bowling Sports & Recreational Club, dated 13 March 2017 and at the date of settlement, is a current Social Member of Carlingford Bowling Sports & Recreational Club Ltd, shall receive Honorary Perpetual Life Social membership of Carlingford Bowling Sports & Recreational Club Ltd, at the start of the new Financial Year, following the settlement date of the Sale of Brush Park Site.

Junior Bowling Members

34. Any person who has not attained the age of eighteen (18) years but who satisfies the Board that they are a Member of a sporting team or sporting club affiliated with the Club and will, if elected to membership take an active part in the sporting activities of the Club on a regular basis may be admitted to Junior Bowling membership of the Club.

35. No person may be elected to Junior Bowling membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior Member of the Club and taking an active part in the sporting activities of the Club.

Honorary Members

36. The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:

- (a) the patron or patrons for the time being of the Club;
- (b) any prominent citizen or local dignitary visiting the Club;
- (c) Honorary Brush Park Perpetual Life Bowling membership;
 - (i) Upon settlement of sale of the Brush Park site at 77 Rutledge Road, Eastwood NSW 2122, Brush Park Members who were Bowling Members of the Club at the time of the signing of the MOU with Carlingford Bowling, Sports & Recreation Club, dated 13 March 2017, and at the date of settlement, is a current Bowling or Social Member of Carlingford Bowling, Sports & Recreation Club, shall receive Honorary Perpetual Life Bowling membership of Carlingford Bowling, Sport & Recreation Club, at the start of the new Financial Year, following the settlement date of the Sale of the Brush Park site.

Provisional Members

- 37.** Every person who has lodged with the General Manager a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall 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.
- 38.** Should a person who is admitted as a Provisional Member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional Member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- 39.** The Members of the dissolved club - Denistone Sports Club Ltd.

In this clause 39 Denistone Sports Club means Denistone Sports Club Ltd.

- (a) Any Member of Denistone Sports Club as at the date of Completion of the Amalgamation, other than any person who has been expelled from membership of Denistone Sports Club, who applies to become a Member of Carlingford Bowling, Sports & Recreation Club Ltd in the manner referred to in this clause 39 pursuant to the amalgamation between the Club's is then automatically deemed to be bound by the Constitution of Carlingford Bowling, Sports & Recreation Club Ltd, will be admitted to membership of Carlingford Bowling, Sports & Recreation Club Ltd, with Denistone Sports Club Bowling Members and Denistone Sports Club Ltd Life Members retaining their membership status (Bowling) and Denistone Sports Club Ltd other full Social Members.
- (b) A Member of Denistone Sports Club as at the date of completion of the amalgamation will not be required to be proposed and seconded for membership of Carlingford Bowling, Sports & Recreation Club Ltd.
- 40.** The Members of the dissolved club - Brush Park Bowling Club Ltd

- (a) Admission to membership of Carlingford Bowling Sport & Recreational Club Ltd of Members of the dissolved club - Brush Park Bowling Club Ltd
- (i) In this clause 40, "Brush Park Bowling Club" means Brush Park Bowling Club Ltd.
- (ii) Any Member of Brush Park Bowling Club, other than any person who has been expelled from membership of Brush Park Bowling Club, will be able to apply for membership of Carlingford Bowling, Sports & Recreation Club Ltd in the manner referred to in this clause 40.
- (iii) A Member of Brush Park Bowling Club will not be required to be proposed or seconded for membership of Carlingford Bowling, Sport and Recreation Club Ltd as at the date of amalgamation.
- (iv) Any Member of Brush Park Bowling Club, other than any person who has been expelled from membership of Brush Park Bowling Club, who applies to become a Member of Carlingford Bowling, Sports & Recreational Club Ltd pursuant to amalgamation between

the Club's is then automatically deemed to be bound by the Constitution of Carlingford Bowling, Sports & Recreation Club Ltd, will be admitted to membership of Carlingford Bowling, Sport & Recreation Club Ltd, with Brush Park Bowling Club Bowling Members and Brush Park Bowling Club Life Members retaining their membership status (Bowling) and Brush Park Bowling Club other Full Members becoming Social Members of Carlingford Bowling, Sports & Recreation Club Ltd.

- (b) Honorary Life Bowling & Honorary Social Life membership
 - (i) Upon the Sale of Brush Park Club property situated at 55 Rutledge Street Eastwood by the Club.
 - (ii) Those Members who transferred their membership to the Club from the date of the MOU signing and who remained Members of the Club Ltd at the time of settlement of the sale shall be entitled to honorary life bowling membership & honorary life social membership of the Club.
 - (iii) All honorary life membership bowling & social shall commence from the start of the 2022 financial year.

RIGHTS OF MEMBERS – VOTING, MEETING ATTENDANCE

41. Life Members:

- (a) May nominate persons for election to the Board of the Club
- (b) May vote in an election for members of the Board
- (c) Are eligible to be elected to any position on the Board subject to Rule 120.
- (d) 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.
- (e) Are not required to pay any subscription fee.

42. Financial Bowling Members:

- (a) May nominate persons for election to the Board of the Club
- (b) May vote in an election for members of the Board if they have been a continuous Financial Member of the Club for not less than two (2) years.
- (c) Are eligible to be elected to any position on the Board subject to Rule 119.
- (d) 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, if they have been a continuous Financial Member of the Club for not less than two (2) years.

43. Financial Social Members:

- (a) May nominate persons for election to the Board of the Club

- (b) May vote in an election for members of the Board if they have been a continuous Financial Member of the Club for not less than two (2) years.
 - (c) Are eligible to be elected to the position of Director on the Board subject to Rule 120, except that financial social Members are entitled to hold only up to two (2) positions on the Board.
 - (d) Are entitled to attend any General Meetings of the Club, and to vote on any resolution put to that meeting, if they have been a continuous Financial Member of the Club for not less than two (2) years, except, subject to Rule 44, a Special Resolution to amend this Constitution.
- 44.** A Social Member who is a Financial 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.
- 45.** No Member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
- 46.** 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.
- 47.** No Member whose membership has been suspended under Rule 71 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.
- 48.** 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.
- 49.** The following may in accordance with procedures established by the Board be made Temporary Members of the Club:
- (a) A person, whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's Premises, if any, that may be determined from time to time by the Board by By-Law pursuant to this Constitution; and
 - (b) Any interstate or overseas visitor.
- 50.** Temporary Members shall not be required to pay a joining fee or annual subscription.
- 51.** Temporary Members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 52.** Temporary Members are not entitled to:
- (a) attend or vote at general meetings (including annual general meetings) of the Club;
 - (b) nominate for or be elected to 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 or nominate any eligible Member for election to the Board; or
- (f) propose or nominate any eligible Member for life membership.

ELECTION OF MEMBERS

- 53.** 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.
- 54.** A person must not be admitted as a Member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless that person is elected to membership at a meeting of the Board or a duly appointed election committee of the Club, the names of whose Members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
- 55.** If a person who has been at any time expelled from membership is nominated for membership, the nomination must be considered by the full Board of Directors.
- 56.** In respect of every application for membership made pursuant to this Constitution there must be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address, email address, mobile telephone number and date of birth of the candidate, the signature of the applicant and a statement that the candidate, if admitted, will be bound by the Constitution and By-Laws of the Club.
- 57.** The nomination form for junior bowling members must be signed by the candidate's parent or guardian.
- 58.** The nomination form and the subscription appropriate for the class of membership applied for must be deposited at the Office and the Secretary must cause the name of the candidate to be displayed on the notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a Member of the Club.

59. An interval of at least two (2) weeks must elapse between the deposit at the Office of the nomination form of a candidate for election and the candidate's election.
60. 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.

TRANSFER OF MEMBERSHIP

61. The Board, at its discretion, may on the written application of a Member who has the qualifications for and wishes to become a Member of a different class, transfer that Member from any class of Ordinary membership to another class of Ordinary membership upon payment of the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the Member's present class of membership.
62. Any Member so transferred is not entitled to any refund or reduction of any entrance fee or subscription paid or payable by the Member for the then membership year of the Club.

ABSENTEE LIST

63. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any Member leaving or returning to the State of New South Wales or residing outside New South Wales. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales and such Members shall be placed on an Absentee List.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

64. Entrance fees, subscriptions, and other payments payable by Members of the Club, if any, shall be such as the Board may from time to time prescribe provided that annual subscriptions shall be for the period 1 July to 30 June in each and every year.
65. 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.
66. 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.
67. Should a Member be a Non-Financial Member for a period of three (3) years then the Member shall cease to be a Member of the Club, the name of such member shall be removed from the Register of members and the provisions of Rules 71 to 72 shall not apply to such a cessation of membership
68. The Board may at any time or times suspend the payment of entrance fees, subscription fees, and other payments, either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the entrance fee or subscription fee chargeable to any

Member under any special circumstances that may arise.

ADDRESSES OF MEMBERS

69. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

70. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:

- (a) Full Member Register: A register of persons who are Full Members of the Club. This register shall set forth the name in full, 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. The Club must include in the register an up-to-date index of Members' names. The index must be convenient to use and allow a Member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
- (b) Honorary Member Register: A register of persons who are Honorary Members. This register shall set forth the full name or the surname and initials and address and the date or period of Honorary membership of each Honorary Member.
- (c) Temporary Member Register: A register of persons who are Temporary Members in accordance with the Registered Clubs Act. This register must set forth the name in full, or the surname and the initials, the address of each Temporary Member with his/her signature and the date on which the Temporary Member first enters the Premises each day.
- (d) Guest Register: A register of persons of or over the age of eighteen (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. 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. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

DISCIPLINARY PROCEEDINGS

71. Subject to Rule 72, 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.

72. The following procedure shall apply to disciplinary proceedings of the Club:

- (a) Such Member shall be notified of any charge against the Member pursuant to Rule 71 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 (7) clear working days before the meeting of the Board at which such charge is to be heard.
- (b) The Member charged shall be entitled to attend the meeting for the purpose of answering the charge and submit to the meeting written representations for the purpose of answering the charge.
- (c) If the Member fails to attend such meeting:
 - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and
 - (ii) the Board may impose any penalties,

the Member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the Member charged.
- (d) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the Member is guilty or not of the charge.
- (e) When the Board has made a decision as to whether the Member is guilty or not, if the Member charged is at the meeting, the Board must inform the Member of the Board's decision.
- (f) If the Member charged has been found guilty and is at the meeting, the Member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the Member has been found guilty.
- (g) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision by written notice.
- (h) No motion by the Board to reprimand, fine, suspend or expel a Member shall be deemed to be passed unless a two-thirds (2/3rds) majority of the Directors present in person vote in favor of such motion.
- (i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting called pursuant to Rule 72.
- (j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

73. Rules 71 and 72 applies to Full Members only and does not limit or restrict the Club from exercising the powers contained in section 77 of the Liquor Act or Rule 81.

74. In the event that a notice of charge is issued to a Member pursuant to Rule 72, the Board and Secretary shall have power, 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.

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

DISCIPLINARY COMMITTEE

- 76.** The Board may by resolution delegate all of the powers and functions given to the Board by Rules 71 to 74 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- 77.** The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 72 save that:
- (a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
 - (b) all references to the Board in Rules 72, except in Rule 72(j) shall be read as being references to the Disciplinary Committee.
- 78.** The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rules 72 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
- (a) the procedure set out in Rules 72 is followed; and
 - (b) the member is notified that the Board is exercising the power under this Rule 78 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- 79.** The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 76 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.
- 80.** Rules 76 to 79 applies to Full Members only and it does not limit or restrict the Club from exercising the powers contained in section 77 of the Liquor Act or Rule 81.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

- 81.** In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 85, 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, by law or a term of a liquor accord, is authorized or required to refuse access to the Club.
- 82.** If pursuant to Rule 81 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 85, 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.
- 83.** If a person has been refused admission to or turned out of the Club in accordance with Rule 81(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.
- 84.** If a person has been refused admission to or turned out of the Club in accordance with Rule 81(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.
- 85.** 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.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 86.** A Member may at any time, by giving notice in writing to the Secretary, resign from his or her membership of the Club with such resignation taking effect from the date on which it is received by the Secretary. 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.
- 87.** Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a Member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

- 88.** Subject always to Rules 97 and 98 below, all Members other than Junior Bowling Members shall have the privilege of introducing guests to the Club.
- 89.** A Temporary Member may introduce a guest only in accordance with Rule 98.
- 90.** 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 70(d).
- 91.** 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 71 or who has been refused admission to or turned out of the Club pursuant to rule 81.
- 92.** Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 93.** 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.
- 94.** 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.
- 95.** 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.
- 96.** 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.
- 97.** 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 of the Club's Premises) anytime without notice and without being required to give a reason.
- 98.** A Temporary Member may bring into the Club Premises as the guest of that Temporary Member a minor:
 - (a) Who at all times while on the Club Premises remains in the company and immediate presence of that Temporary Member.
 - (b) Who does not remain on the Club Premises any longer than that Temporary Member.
 - (c) In relation to whom the Member is a Responsible Adult.

CLUB PATRON

- 99.** The role of the Club Patron is to support and promote the Club and to act in the interests of the Club.
- 100.** The Life Members, Bowling Members and Social Members of the Club may in any General

Meeting appoint or remove one (1) or more persons as Club Patron on the recommendation of the Board to the Members in General Meeting.

101. 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 with nomination forms available at Club reception.
102. The Board will make recommendations at the General Meeting about who can be approached to become a Club Patron.
103. 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.
104. There shall be a maximum of two (2) persons appointed as Club Patrons at any one time.
105. 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.

BOARD OF DIRECTORS

106. The Board shall consist of nine (9) Directors who shall comprise the Chairperson, a Senior Vice Chairperson, a Junior Vice Chairperson 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.
107. 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).*
- 108.** 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.
- 109.** Nominations for election of a Director cease twenty-one (21) days prior to the date of the Annual General Meeting.
- 110.** If the full number of candidates for the various positions on the Board are not nominated as prescribed then, subject to the following Rule 111 those candidates who are nominated shall be deemed to be duly elected to the relevant positions.
 - (a) Additional nominations may be made at the meeting for the positions not so filled.
 - (b) If there be more than the required number nominated for any position an election must take place by secret ballot.
- 111.** 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 110, thereby eliminate the need for an election for that position then, notwithstanding the provisions of Rule 110 further nominations for that position must be called for at the Annual General Meeting prior to the election for that position.
- 112.** 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.
- 113.** 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. 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.
- 114.** Members shall record their vote in such manner as may be prescribed by the Board from time to time by By-law. Failure to comply with the requirements of such By-Laws shall render the vote invalid.

- 115.** At least fourteen (14) days before the commencement of voting, the Club must display a notice on the Club's website and on the Club's noticeboard which confirms:
- (a) the approved methods of voting;
 - (b) the procedures to be followed for voting;
 - (c) the dates and times when Members can vote; and
 - (d) any other details which may be required for voting.
- 116.** The ballot shall be conducted in such a manner and on such days and during such times as shall be determined by the Board from time to time by By-Law provided that voting must be open for at least two (2) sessions of four (4) hours each on two (2) days before the ballot closes.
- 117.** If the election of the Board is to be conducted electronically, Members will be able to vote either by using their own personal computer or other electronic device without having to attend the Club's Premises or by using a designated computer or other electronic device at the Club's Premises.

QUALIFICATIONS

- 118.** Only Full Members who satisfy the requirements of Rule 119 shall be entitled to be elected or appointed to the Board.
- 119.** A Member shall not be eligible to stand for or be elected or appointed to the Board if he or she:
- (a) has been a financial member of the Club for a period of less than twenty-four (24) months immediately prior to nominating for election as a director.
 - (b) is an employee of the Club nor have been an employee of the Club at any time during the prior twelve (12) Months;
 - (c) is currently under suspension pursuant to Rule 71;
 - (d) is not a Financial Member of the Club;
 - (e) is disqualified from managing any company under the Act;
 - (f) does not have a director identification number as required by the Act at the close of the nominations or proposed date of appointment to the Board;
 - (g) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (h) has at any time been convicted of an indictable offence;
 - (i) is a former employee of the Club whose services were terminated by the Club for misconduct.
- 120.** Notwithstanding any possible exemptions which may apply, any person who is elected or

appointed to the Board must complete the mandatory training requirements for directors within six (6) Months of being elected or appointed to the Board of Directors as prescribed by the Registered Clubs Act.

POWERS OF THE BOARD

- 121.** 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 7 of this Constitution are upheld.
- 122.** 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 122, 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-Laws 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 behavior 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.

SUB-CLUBS

123. Without limiting the general powers of the Board under this Constitution the Board shall have the power to:

- (a) Establish sub-clubs with such Rules (including objects, powers and membership qualifications) as the Board may determine;
- (b) Allow sub-clubs established pursuant to this Rule 123 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;
- (c) Allow sub-clubs to create By-Laws for the control and regulation of the sporting or other activities for which they are respectively established;
- (d) Permit sub-clubs to adopt a name (provided it be described as a sub-club of the Club);
- (e) Allow sub-clubs to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or The Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

however, the Board will not have the power to dissolve an established bowling sub-club without the approval of the Members in General Meeting.

124. Subject to Rule 123, provided the By-Laws of each sub-club may be amended from time to time by a majority of the Members for the time being of such sub-club at a general meeting of such Members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of Members of the section shall have effect unless and until it shall have been approved by resolution of the Board.

125. Any disciplinary action in respect of any Member of such sub-club shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board

- 126.** The Chairperson shall be ex officio a Member of all such sub-clubs and may nominate a person or persons to represent him or her on one or more of those sub-clubs.
- 127.** A sub-club may meet and adjourn as it thinks proper and any questions arising at any meeting of a sub-club shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any sub-club consisting of two or more Members shall be governed by the provisions contained for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule 127.

PROCEEDINGS OF THE BOARD

- 128.** 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 not less than that which is required by the Act and the Registered Clubs Act for the transaction of business.
- 129.** At the first meeting of the Board immediately following the Annual General Meeting, the Directors will appoint amongst themselves eligible Directors to fill the positions of Chairperson, Senior Vice Chairperson and Junior Vice Chairperson.
- 130.** 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.
- 131.** The quorum for meetings of the Board is five (5) Members of the Board.
- 132.** Meetings may be called using the agreed form of technology by all Directors but only if a person that speaks at the meeting can be heard by the other persons attending and the directors attending, as a whole, have a reasonable opportunity to participate in the meeting. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Board may allow for Directors to vote at such meetings in person or by electronic means.
- 133.** 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.
- 134.** The Chairperson may at any time and the Secretary upon the request of not less than three 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.
- 135.** 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.

- 136.** 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.
- 137.** 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.
- 138.** 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.
- 139.** 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.
- 140.** Where a Director of the Club makes a declaration of interest pursuant to Rule 142 the requirements of section 39 of the Registered Clubs Act shall be implemented.
- 141.** 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:
 - (a) Be present while the matter is being considered at the meeting, or
 - (b) Vote on the matter.
- 142.** The Board shall have no power to pass a resolution for the purposes of Section 195(2) of the Act.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

Registered Clubs Accountability Code

- 143.** The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 144 to 152 inclusive.

Contracts with Top Executives

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

Contracts with Directors or Top Executives

- 146.** The Club must not enter into a commercial arrangement or a contract with a Director or Top Executive or with a company or other body in which a Director or Top Executive has a Pecuniary Interest, unless the proposed commercial arrangement or contract is first approved by the Board. A "**Pecuniary Interest**" in a company for the purposes of this Rule does not include any interest exempted by the Registered Clubs Accountability Code.

Contracts with Secretary and Manager

- 147.** Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- (a) the Secretary or a Manager; or
 - (b) any Close Relative (as defined in the Registered Clubs Accountability Code) of the Secretary or a Manager;
 - (c) any company or other body in which the Secretary or a Manager or a Close Relative of the Secretary or a Manager has a Controlling Interest (as defined in the Registered Clubs Accountability Code).

Loans to Directors and Employees

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

Restrictions on the Employment of Close Relatives and Top Executives

- 149.** A person who is a Close Relative of a Director or Top Executive must not be employed by the Club unless their employment is approved by the Board.
- 150.** If a person who is being considered for employment by the Club is a Close Relative of a Director of the Club, the Director must not take part in any decision relating to the person's employment.

Disclosures by Directors and Employees of the Club

- 151.** A Director, Top Executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the Director, Top Executive or employee:
- (a) any material personal interest that the Director has in a matter relating to the affairs of the Club; and
 - (b) any personal or financial interest of the Director or Top Executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (c) any financial interest of the Director or Top Executive in a hotel situated within forty (40) kilometers of the Club's Premises;
 - (d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the Director, Top Executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club; and
 - (e) any other matter required to be disclosed by the Director, Top Executive or an employee of the Club under the Registered Clubs Act or
- 152.** The Club must keep a register, in an approved form, containing details of the disclosures made to the Club in accordance with Rule 151 and pursuant to the requirements of the Registered Clubs Accountability Code.

VACANCIES ON THE BOARD

- 153.** Subject to the provisions of this Constitution the Members may put forward 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 resolution appoint another person or persons in their stead providing the person so appointed complies with this Constitution.
- 154.** Any person so appointed in accordance with Rule 153 shall hold Office for the remaining period of time of Office of the person removed from the Board.
- 155.** 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 (2) Months before the meeting at which the resolution is to be considered and voted on.
- 156.** The provisions of Section 203(d) of the Act shall be followed in relation to that meeting.
- 157.** The Office of a Member of the Board shall automatically be vacated:

- (a) If the Member becomes insolvent under administration or has been convicted of any offence referred to in Section 206B of the Act.
- (b) 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.
- (c) 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.
- (d) If by notice in writing given to the Secretary, the Member resigns from Office as a Director.
- (e) If the Member becomes prohibited from being a Member of the Board by reason of any order made under the Act.
- (f) If the Member ceases to be a Member of the Club.
- (g) 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.
- (h) If the Member becomes an employee of the Club.

158. 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.

MEETINGS

159. A General Meeting of the Members of the Club must be held for a proper purpose.

Annual General Meeting

160. 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.

161. 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 General Meetings held;
- (b) To receive and consider the reports of the Board;
- (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report;

- (d) To approve honoraria or other extraordinary benefits (if any);
- (e) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
- (f) To deal with any valid business of which due notice has been given;
- (g) To allow Members to ask questions about or make comments on the management of the Club,

Special General Meetings

- 162.** The Chairperson or the Board may whenever he or she considers it fit to call and arrange to hold a General Meeting of the Club.
- 163.** The Board will when calling an Annual General Meeting or General Meeting of the Club determine whether the meeting is to be held:
- (a) At one (1) or more physical venues; or
 - (b) At one (1) or more physical venues and using virtual meeting technology; or
 - (c) Using virtual meeting technology only.

Calling for a General Meeting by Members

- 164.** The Chairperson or the Board must call and arrange to hold a General Meeting of the Club on the request of Members with at least 5% of the votes that may be cast at the General Meeting.
- 165.** The requisition referred to in Rule 164 above must state the objects of the meeting and must be signed by the Members requesting the meeting and deposited at the Office of the Club and may consist of several documents in like form each signed by one (1) or more Members.
- 166.** 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 Members requesting the meeting are not entitled to vote on the objects as stated in the requisition.
- 167.** On receipt of a valid requisition the Club shall 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.
- 168.** 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 Members 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.
- 169.** 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.

- 170.** Any meeting convened under this Rule by the Members shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
- 171.** To call the meeting the Members may ask the Club for a copy of the Register of Members and the Club must give the Members the copy of the Register without charge.
- 172.** 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.

Quorums at meetings

- 173.** No business shall be transacted at any Annual General Meeting, General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 174.** Thirty (30) Members entitled to vote shall constitute a quorum.
- 175.** 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 164, the same shall be dissolved. If at any adjourned meeting a quorum is not present within thirty (30) minutes 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.

Voting at Meetings – Annual General Meetings and General Meetings

- 176.** At any General Meeting (unless a poll is demanded) by the Chairperson or by at least five (5) Members present and entitled to a vote at the meeting, 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 favor of or against such resolution.

Voting at Meetings –General Meetings

- 177.** 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 any equivalent indication determined by the Board if a Member is attending such General Meeting by electronic means, and in the case of equality of votes the chairperson shall both on a show of hands, or any equivalent indication determined by the Board if a Member is attending such General Meeting by electronic means, or on a poll the Chairperson of the meeting shall have a second or casting vote.
- 178.** If a poll is demanded, it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after the 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. 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. In case of any dispute as to the admission or rejection of a vote the chairperson shall determine the same and such determination made in good faith shall be final and conclusive.

179. A demand for a poll may be withdrawn.

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

181. There shall be no Proxy Voting by any Financial Member on behalf of another Financial Member whatsoever at any meeting of the Club.

182. At least twenty-one (21) days' notice in writing of any General Meeting must be given to the Members, Directors and to the auditor (if any).

183. The notice of a General Meeting (including an Annual General Meeting) must:

- (a) set out the place (or places), date and time of the meeting;
- (b) state the general nature of the meeting's business; and
- (c) state any proposed resolutions including any Special Resolutions.

Place

184. The place at which a General Meeting of the Club is held is taken to be:

- (a) if the General Meeting is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
- (b) if the General Meeting is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
- (c) if the General Meeting is held using virtual meeting technology only—the registered Office of the Club.

Time

185. The time at which the General Meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with Rule 184.

Present

186. A Member who attends the General Meeting of the Club (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.

Reasonable Opportunity to Participate

- 187.** Any General Meeting of the Club must give the Members entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting.
- 188.** Without limiting the scope of subsection Rule 188, the effects of that sub-rule include that:
- (a) The General Meeting of the Club must be held at a time that is reasonable as:
 - (i) if the General Meeting of the Club is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
 - (ii) if the General Meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
 - (iii) if the General Meeting of the Club is held using virtual meeting technology only – at a physical venue at which it would have been reasonable to hold the meeting.
 - (b) If the General Meeting of the Club is held at only one (1) physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
 - (c) If the General Meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.
 - (d) If the General Meeting of the Club is held at more than one (1) physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one (1) physical venue must be reasonable.
 - (e) If the General Meeting of the Club is held using virtual meeting technology (whether or not it is held at one or more physical venues), that virtual meeting technology must:
 - (i) be reasonable; and
 - (ii) allow the Members who are entitled to attend the General Meeting of the Club and do attend the General Meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those Members to ask questions and make comments.

PROCEDURE AT MEETINGS

- 189.** The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by the Act, election of the Board and any business of which due notice has been given.
- 190.** The members of the Board and subject to the Act may appoint an auditor or auditors.
- 191.** 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.

- 192.** The Chairperson or in his or her absence the Senior Vice Chairperson, shall be entitled to preside at every Annual General Meeting, General Meetings or Special General Meetings of the Club.
- 193.** If the Chairperson is not present within fifteen (15) 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 (15) 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.
- 194.** 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.
- 195.** The chairperson 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.
- 196.** The demand of 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. No poll shall be demanded on the election of a chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- 197.** Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

MEMBERS' RESOLUTIONS

- 198.** The following Members may give the Club notice of a resolution that they propose to move at a General Meeting:
- (a) Members with at least 5% of the votes that may be cast on the resolution; or
 - (b) At least one hundred (100) Members who are entitled to vote at a General Meeting.
- 199.** The notice must:
- (a) Be in writing; and

- (b) Set out the wording of the proposed resolution;
- (c) Be signed by the Members proposing to move the resolution; and
- (d) Convened by the Board within twenty-one (21) days after the date of receipt of the request.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 200.** 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.
- 201.** 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.
- 202.** The auditor is entitled to be heard even if:
- (a) The auditor retires at the meeting, or
 - (b) The meeting passes a resolution to remove the auditor from Office.
- 203.** The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General 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.
- 204.** If the Club's auditor or representative is at the Annual General Meeting, the Chairperson 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.

BY-LAWS

- 205.** The Board may make such By-Laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-Laws.
- 206.** Without limiting the generality of Rule 205 the Board may regulate such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
- (a) the categories and classes of Membership of the Club;
 - (b) the general management, control and trading activities of the Club;
 - (c) the control and management of the Club Premises;
 - (d) the conduct of Members and guests of Members;
 - (e) the privileges to be enjoyed by each category of Members;
 - (f) the relationship between Members and Club employees;

- (g) the method and means of holding virtual and electronic meetings, as permitted by this Constitution, and any associated voting at such meetings;
- (h) the method and means of sending documents in electronic form by electronic communication; and
- (i) generally, all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.

ACCOUNTS

- 207.** 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.
- 208.** 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.
- 209.** 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.
- 210.** 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.
- 211.** 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:
- (a) The Financial Report of the Club.
 - (b) The Directors' Report; and
 - (c) The auditors' report on the financial report.

FINANCIAL YEAR

- 212.** The financial year of the Club shall commence on the first (1st) 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.

FINANCIAL AFFAIRS OF THE CLUB

- 213.** 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.

THE SECRETARY

214. 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 Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

215. The Secretary shall be trained in accordance with the Registered Clubs Act.

AUDITORS

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

PROVISION OF INFORMATION TO MEMBERS

217. The Board must ensure that the Club complies with all requirements relating to the provision of information to Members of the Club as required by the Registered Clubs Accountability Code including without limitation: sections 9 (Provision of Information to Members) and 10 (Financial Statements).

EXECUTION OF DOCUMENTS

218. The Board must provide for the safe custody of any company Seal.

219. 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:

- (a) Two (2) Directors; or
- (b) One (1) Director and the Secretary.

220. The Club may execute a document (including a deed) without using the Seal if that document is signed by:

- (a) Two (2) Directors; or
- (b) One (1) Director and the Secretary.

221. 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.

NOTICES

222. A notice may be given by the Secretary to any Member either personally or by sending it in accordance with Rules to this Constitution.

223. Any notice, statement or other Communication under this Constitution must be in writing.

Sending

224. In addition to any other way allowed by the Act, a document, including without limitation any

notice of or information about, a meeting or election of the Club, the Board or committee of the Club, Communication may be given by the Club to any Member either:

- (a) in physical form:
 - (i) personally delivered; or
 - (ii) by leaving it at, or by sending it by post to, the address of the Member recorded for that Member in the Register of Members; or
 - (iii) if Rule 226 is satisfied - by sending by post to the address of the Member recorded for that Member in the Register of Members sufficient information in physical form to allow the Member to access the document electronically; or
- (b) in electronic form:
 - (i) if Rule 226 is satisfied - by sending the document in electronic form by means of an electronic communication; or
 - (ii) if Rule 226 is satisfied - by sending the Member sufficient information in electronic form, by means of an electronic communication, to allow the Member to access the document electronically; or
 - (iii) if Rule 226 and Rule 227 are satisfied - by making the document readily available in electronic form on a website.

Receiving

225. Where a document is:

- (a) is given personally, the notice is taken to have been given to the Member on that day.
- (b) sent by post to a Member in accordance with Rule 224(a) the document shall be deemed to have been received by the Member:
 - (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (ii) in any other case, on the fourth (4th) day following that on which the notice was posted.
- (c) sent by electronic means in accordance with Rule 224(b) the document shall be deemed to have been received by the Member:
 - (i) in the case of an electronic communication which leaves an information system under the control of the Club or of the party who sent it on behalf of the Club, the day after it leaves such information system; and
 - (ii) in the case of an electronic communication which has not left an information system

under the control of the Club or of the party who sent it on behalf of the Club, the day that such document was sent by the information system.

Accessible

226. Rule 222 is satisfied if, at the time a document is sent, it is reasonable to expect that the document would be readily accessible as to be useable for subsequent reference.

Available on Website

227. Rule 222 is satisfied if the document:

- (a) is a report mentioned in section 314 of the Act (annual financial reporting by companies, registered schemes and disclosing entities to Members); or
- (b) is in a class of documents specified in regulations made for the purpose of section 110D(3)(b) of the Act.

After Hours Communication

228. If a Communication is given:

- (a) after 5.00 pm in the place of receipt; or
- (b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9.00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.

INDEMNITY TO OFFICERS

229. 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:

- (a) In relation to a liability owed to the Club or a related body corporate, or
- (b) 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
- (c) 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

230. 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:

- (a) In defending or resisting proceedings in which the person is found to have a liability for

which the person could not be indemnified under Section 199A(2) of the Act; or

- (b) In defending or resisting criminal proceedings in which the person is found guilty, or
- (c) In defending or resisting proceedings brought by the 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
- (d) In connection with proceedings for relief to the person under the Act in which the court denies the relief.

231. 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:

- (a) In relation to conduct involving a willful breach of duty in relation to the Club; or
- (b) In relation to a contravention of Sections 182 or 183 of the Act.

GENERAL

232. 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 and might prevent the Club being registered under the said Act those provisions shall be inoperative and have no effect.

THE CLUB CONSTITUTION

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

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

- (a) Requesting in writing a copy from the Club; and
- (b) Provides identification; and
- (c) Pays a fee (up to the fee as prescribed by the Act if required by the Club).