

The Corporations Law

CONSTITUTION

of

SCOTTS HEAD BOWLING & RECREATION CLUB LIMITED

(A.C.N. 001 056 775)

A Company Limited by Guarantee
and not having a Share Capital

GENERAL

DEFINITIONS

1. (a) In this Constitution unless the context otherwise requires:

"Act" means the Corporations Act 2001.

"Board" means the Directors for the time being of the Club.

"Chairman" means a person appointed or elected to the office of Chairman of the Club in accordance with this Constitution.

"Club" means Scotts Head Bowling and Recreation Club Limited (ACN 001 056 775)

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

"Club Rules" means any rules and by-laws made in accordance with this Constitution

"Constitution" means this Constitution.

"Deputy Chairman" means a person appointed or elected to the office of Deputy Chairman of the Club in accordance with this Constitution.

"Director" means a person appointed or elected to the office of director of the Club in accordance with this Constitution.

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

"Honorary Member" means a Member described as such in this Constitution and any rules deemed by law to form part of the Constitution.

"Life Member" means a Member who is admitted as a Life Member of the Club in accordance with this Constitution.

"Manager" means any person appointed to perform the duties of manager of the Club.

"Member" means any person who is admitted to the membership of the Club under this Constitution.

"Month" means calendar month.

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

"Ordinary Member" means a Member of the Club described as an Ordinary Member in this Constitution other than a Life, Honorary or Temporary member of the Club.

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

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

"Secretary" means any person appointed to perform the duties of secretary of the Club, and includes an assistant secretary or any person appointed to act as temporary secretary.

"Special Resolution" has the meaning defined in the Act.

"Sub club" means any sub club established by the Club under this Constitution.

"Temporary Member" means a Member described as such in this Constitution and any rules deemed by law to form part of the Constitution.

- (b) "Financial Member". A Member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
- (i) If at the expiration of 30 days from the due date his subscription or any part payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 30 days from service on that member of a notice from the Club requiring payment; and

in either case that Member shall be and remain unfinancial until payment in full of the amount owing.

INTERPRETATION

2. In this Constitution:
- (a) words importing the singular number also include the plural and vice versa;
 - (b) words importing any gender include the other genders;
 - (c) references to a person include a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity;
 - (d) references to a clause or sub-clause is a reference to a clause or sub-clause of this Constitution;
 - (e) references to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;
3. A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any Club Rules made pursuant to this Constitution or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in general meeting or by the Supreme Court of New South Wales.
4. **Severance**
- If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.
5. **The Act**
- Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are displaced or modified as provided in this Constitution.

GENERAL

6. **Preliminary**
- (a) The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Constitution and the formation and registration of the Club.
 - (b) The Club shall be a non-proprietary company and is a company limited by guarantee.
 - (c) Each Member of the Club undertakes to contribute to the property of the Club in the event the Club is wound up while he or she is a Member or within one (1) year after he or she ceases to be a Member, for payment of the Club's debts and liabilities

contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding two dollars (\$2).

- (d) A copy of the Constitution shall be supplied to a Member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

7. **Objects**

- (a) The Club has been established to:
- (i) promote and conduct such sports, games, amusements and entertainment pastimes and recreations (indoor and outdoor) as the Club may deem expedient, including golf, bowls, tennis, surfing and fishing;
 - (ii) to construct, establish, provide and conduct playing areas and grounds, club houses, pavilions and other buildings containing such amenities, conveniences and accommodation to promote and conduct its activities; and
 - (iii) to carry on any other activity which is calculated directly or indirectly to enhance or further the interests of the Club.
- (b) The Club may undertake such other activities not inconsistent with the objectives set out above to enhance, promote or protect the interests of the Club.

MEMBERSHIP

MEMBERS

8. The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
9. The Board may determine and admit different classes of Members, and subject to this Constitution, the qualification, rights, privileges and obligations of the respective classes of Members are as determined by the Board or by By-law from time to time.
10. **Classes of Members**
- The Full Members of the Club are divided into, and no person may be admitted to membership of the Club except as a member of one of the following classes:
- (a) Ordinary Members (including Junior Sporting Members as a sub-class of Ordinary Members); and
 - (b) Life Members.
11. Persons who are not Full Members may, in accordance with this Constitution be admitted to the Club as:

- (a) Provisional Members;
- (b) Honorary Members; or
- (c) Temporary Members.

12. **Full Members, Ordinary Members and Life Members**

- (a) An applicant for membership of the Club may, at the Board's discretion, be admitted as a Member of the relevant class or sub-class and on admission is a Full Member.
- (b) Subject to Clause 18 Financial Ordinary Members and Life Members shall be the only Members of the Club entitled to attend and to vote at annual general meetings or general meetings of Members. Each such member shall have one vote.
- (c) Members who have rendered outstanding service to the Club and have been recommended by the Board and elected as such by a resolution carried by a majority of those present and voting at a general meeting may be admitted as Life members of the Club.
- (d) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of paying Full Members.
- (e) Not more than two (2) Members shall be made Life Members in any one (1) financial year.

13. **Provisional Members**

- (a) A person who has applied for admission as a Full Member of the Club, has paid the subscription appropriate for the class of membership applied for and is awaiting a decision on the application shall be admitted to the Club as a Provisional Member.
- (b) Provisional Members are entitled to such social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by the Board from time to time but are not entitled to:
 - (i) attend or vote at meetings of the Club;
 - (ii) be elected to or participate in any proceedings of the Board; or
 - (iii) propose, second or nominate any person for any office or membership of the Company;

14. **Honorary Members**

- (a) The following persons may, in accordance with the procedures established by the Board be made Honorary Members of the Club:
 - (i) any prominent citizen or local dignitary; or

- (ii) the patron or patrons for the time being appointed by the Members in general meeting as patrons of the Club.
- (b) Honorary Members are entitled to such social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by the Board from time to time but are not entitled to attend or vote at meetings of the Club.
- (c) Honorary Members may, at the Board's discretion, be relieved of any obligation of liability with respect to the payment of entrance fees and/or annual subscriptions.
- (d) The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason.

15. **Temporary Members**

- (a) The following persons may in accordance with the procedures established by the Board be made Temporary Members of the Club:
 - (i) an interstate or overseas visitor or visitor whose permanent place of residence is not less than five (5) kilometres from the Club for the duration of such visit or three months, whichever expired first, on payment of such fee (if any) as may be determined by the Board;
 - (ii) members of social or sporting clubs and who are visiting the Club for the purpose of playing a match or competition amongst themselves and on payment of such fee (if any) as may be determined by the Board;
 - (iii) a visiting member of another bowling club for the day or days on which he takes part in any match, games or competition played on the Club's property on payment of such fee (if any) as may be determined by the Board; or
 - (iv) a full member of any registered club who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game or competition of a sporting or athletic nature to be conducted by the Club shall be a Temporary Member of the Club from the time on that day when that person attends the premises of the Club until the end of the day.
- (b) Temporary members shall be entitled only to such social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by the Board from time to time.
- (c) Temporary Members are entitled to such social privileges of the Club and to play bowls and such other games, recreations and pastimes as are determined by the Board from time to time but are not entitled to:
 - (i) attend or vote at meetings of the Club;
 - (ii) be elected to or participate in any proceedings of the Board; or
 - (iii) propose, second or nominate any person for any office or membership of the Company;

- (d) The Board may at any time cancel the membership of any Temporary Member without notice and without assigning any reason.

16. Ordinary Members sub-class: Junior Sporting Members

- (a) Junior Sporting Members are persons between the ages of ten (10) and eighteen (18) years of age who are elected by the Board to be admitted as Members of the Club
- (b) A person may not be admitted as a Junior Sporting Member of the Club unless the Board:
 - (i) is satisfied that the person is applying for membership for the purposes of taking part in sport as a Member of the Club; and
 - (ii) has received from that person's parent or guardian written consent to that person becoming a Junior Sporting Member of the Club and taking part in the sporting activities organised by the Club.
- (c) Subject to the Registered Clubs Act, Junior Sporting Members are entitled to such social privileges of the Club and to play bowls and such other games, recreations and pastimes as are determined by the Board from time to time but are not entitled to:
 - (i) attend or vote at meetings of the Club;
 - (ii) be elected to or participate in any proceedings of the Board; or
 - (iii) propose, second or nominate any person for any office or membership of the Company;
 - (iv) consume any alcohol on the premises of the Club; or
 - (v) participate in any lottery or game of chance conducted by the Club.

ADMISSION AND ELECTION OF MEMBERS

17. Admission of Members

- (a) A person shall not be admitted as a Member of the Club, other than as an Honorary Member or Temporary Member, unless that person is nominated and elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club. The names of the Members present and voting at that meeting or election committee are recorded by the Secretary of the Club.
- (b) The Board or election committee may reject any application for membership without assigning any reason for such rejection.

18. Restriction on Employees

Unless the Club is no longer subject to the Registered Clubs Act, employees of the Club may only be admitted as non voting Members (who are not entitled to vote at any general meeting of the Club) and must not hold office as a member of the Board.

19. Nomination and Election of Members

- (a) Every candidate for membership of the Club as an Ordinary Member shall be proposed by one and seconded by another Ordinary Member or Life Member, or by such other class of member as the Board may from time to time determine.
- (b) No person who is under the age of eighteen (18) years shall be admitted as a Member of the Club unless the Members proposing and seconding the admission of such person have each attained the age of eighteen years.
- (c) Every nomination for membership must be made by completing a nomination form which:
 - (i) shall be in a form and containing such particulars prescribed by the Board from time to time, including the full name, address and occupation of the candidate and include a statement that the candidate, if admitted, will be bound by the Constitution of the Club;
 - (ii) shall be signed by the proposer, seconder and the candidate;
 - (iii) shall be lodged with the Secretary of the Club who shall cause the name and address of the candidate to be displayed in a conspicuous place in the Club's primary place of business for a continuous period of at least one week before their election as a Member and at least fourteen (14) days must elapse between the proposal of a person for election and the election of such person as a Member; and
 - (iv) shall be lodged together with payment of the entrance fee (if any) and first annual subscription.
- (d) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally, forwarded or posted to such person and such person shall become a Member of the Club.

REGISTERS OF MEMBERS AND GUESTS

20. The Club shall keep the following registers:
- (a) a register of persons who are Full Members of the Club. This register shall include the name in full, the occupation and address of each Full Member and, if the Member is an Ordinary Member the date on which that Member last paid the annual fee for membership of the Club;
 - (b) a register of persons who are Honorary Members or Temporary Members other than Temporary Members referred to in Clause 15(a)(iv). This register shall include the name in full and the address and signature of each Honorary Member and each such

Temporary Member and where that Member has been admitted to membership for a limited period, the dates on which the period commences and ends;

- (c) a register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of Members. On each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member, such Member shall enter in the register the name in full or the surname and initials of the given names, and the address, of that guest, the date on that day and the signature of that Member. If an entry in this register is made on any day in respect of the guest of a Member, subsequent entries by that guest on that day are not required to be entered on the register.

21. Members shall advise the Secretary of the Club of any change in their address within seven (7) days of such change and any such change must be entered in the Register. The latest address in the Register is deemed to be the Member's registered address.

MEMBERSHIP FEES

22. Fees payable by Members

- (a) The Board will determine from time to time the entrance fee, annual subscription and any other fees or levies payable by Members. The Board may determine that the fees and levies payable by different classes and sub-classes of members will differ.
- (b) Annual subscriptions shall be paid annually or if the Board directs and approves, by quarterly or half yearly instalments and in advance. The time and manner of payment and all other relevant matters not otherwise provided for by this Constitution shall be as prescribed by the Board from time to time.
- (c) The annual subscription payable by Ordinary members shall be not less than Two Dollars (\$2) or such other minimum subscription provided by the Registered Clubs Act from time to time.
- (d) Any candidate elected during the financial year to any class of membership who is elected after the expiration of nine (9) months from the date of commencement of the financial year, shall in respect of that financial year be required to pay one-half of the annual subscription.
- (e) The Board shall have the power to make charges and levies on Ordinary Members for general or special purposes.

23. Non-payment of fees

- (a) If the entrance fee, annual subscription or any part of such fees of any Member shall not be paid within a period of fourteen (14) days from the due date the defaulting Member shall from that date be deemed as an unfinancial member and will be debarred for all privileges of membership and the Member's name shall be removed from the register of Members of the Club.
- (b) A Member is not entitled to exercise any rights of membership until that Member has paid his or her annual subscription in full or as otherwise determined by the Board.

ABSENT MEMBERS

24. 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 that State. For the purpose of this clause the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an absentee list.
25. No Member on the absentee list is permitted to exercise any rights of membership while on the absentee list unless the Board determines otherwise.
26. The Club may remove a Member from the absentee list if the Member has remained on the absentee list for longer two (2) years and the member will cease to be a Member of the Club from the date of removal.

SUPPLY OF LIQUOR, GAMING AND DEEMED RULES

27. Supply of Liquor

- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a Member, except on the invitation and in the company of a Member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act 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) (b) of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (c) 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 the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

28. Gaming Facilities

A person under the age of eighteen (18) years shall not use or operate poker machines and gaming facilities on the premises of the Club.

29. Deemed Rules

The Club must otherwise comply with the requirements of the Registered Clubs Act and any rules deemed to be rules of a club under the Registered Clubs Act for as long as it is required at law to do so.

MEMBER CONDUCT, SUSPENSION AND EXPULSION

30. If any Member wilfully refuses or neglects to comply with any of the provisions of the Constitution or Club Rules, or be in the opinion of the Board, guilty of any conduct prejudicial

to the interests of the Club or which in the opinion of the Board is unbecoming of a member or which shall render that member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of Members provided that:

- (a) such member shall be notified of any charge against him pursuant to this clause by notice in writing by a prepaid letter posted to his last known address at least seven (7) clear 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 hearing for the purpose of answering the charge or may answer the charge in writing.
- (c) the voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least a majority of the members of the Board present vote in favour of such a motion.
- (d) if the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
- (e) any decision of the Board of such hearing or any adjournment, shall be final and the Board shall not be required to assign any reason for its decision.
- (f) the Secretary of the Club or the Secretary's duly authorised Officer shall have the power to suspend any member from membership of the Club:
 - (i) who in the opinion of the Secretary or the Secretary's duly authorised employee is intoxicated, indecent, violent or quarrelsome; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the Secretary's duly authorised employee may render the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.
 - (iii) who has, in the opinion of the Secretary or the Secretary's duly authorised employee, while on the premises of the club, engaged in conduct prejudicial to the interests of the club or has engaged in conduct unbecoming of a member.
- (g) the Secretary or duly authorised employee of the Club who has exercised the power referred to in paragraph (f) of this clause shall make a written report to the Board within fourteen (14) days of the date of the suspension. The report will set out the facts, matters and circumstances giving rise to the suspension.
- (h) any suspension pursuant to paragraph (f) on this Rule shall be for a specified period, or until the next scheduled meeting that the Board can deal with the charge.

RESIGNATION AND CESSATION OF MEMBERSHIP

31. A Member may at any time by giving notice in writing to the Secretary resign from their membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
32. A Member automatically ceases to be a Member if that Member:
 - (a) dies;
 - (b) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (c) becomes bankrupt.
33. 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 or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears due and unpaid at the date of cessation of membership of the Club and any other moneys due by that member at the date of cessation of membership of the Club or for which that member is or may become liable under the Constitution.

GUESTS

34. All Members have the privilege of introducing guests to the Club and when a Member brings a guest to the Club that Member shall complete the register of guests as required by this Constitution. No Member shall introduce any guest more frequently or in greater numbers than permitted by any Club Rules, nor shall a Member introduce any person as a guest whose name has been removed from the register of Members for misconduct or non-payment of subscription or fees or who has been suspended by the Board.
35. Members shall be responsible for the conduct of any guests they introduce to the Club.
36. The Board shall have power to make Club Rules from time to time regulating the terms and conditions on which guests may be admitted to the Club.
37. Guests are only permitted to remain on Club premises whilst in the reasonable company of the Member who has signed them into the Club and must not remain on the Club premises any longer than that Member.

THE BOARD

BOARD OF DIRECTORS

38. **Composition of the Board of Directors**

The Board of Directors shall consist of eight (8) Directors comprising of the following offices: a Chairman, a Deputy Chairman and six (6) other Board members.

39. Election and Term of Appointment

- (a) The Board shall be elected annually at the annual general meeting of the Club by the majority vote of Ordinary Members entitled to vote at such meeting.
- (b) The Directors shall hold office until the conclusion of the next annual general meeting after that at which they were elected, or until such Director sooner vacates office. A Director may be eligible for re-election.

40. Qualifications

- (a) A person shall not be elected to, hold office as, or otherwise perform duties as a Director unless that person:-
 - (i) is an Ordinary Member or Life Member of the Club;
 - (ii) is currently a Financial Member;
 - (iii) is not currently under suspension; and
 - (iv) is not otherwise ineligible to hold office under clause 44.

41. Nomination for Board

- (a) Except as otherwise provided nominations for election to the Board shall be made in writing signed by two (2) Ordinary or Life Members and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least seven (7) days before the date of the annual general meeting. The proposer, seconder and nominee must be Financial Members of the Club at the time the nomination form is signed. The Secretary shall post notification of such nominations on the Club Notice Board.
- (b) Members eligible for election to the Board may not be nominated for more than one office and in the event of their being elected to the Senior office as described below shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of this Constitution the order of seniority of offices shall be:-

Senior office:	Chairman
	Deputy Chairman
Junior office:	Ordinary Board Member

42. Election

- (a) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the annual general meeting.
- (b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the annual general meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with subclause (c).
- (c) If the number of candidates nominated exceeds the number required to be elected, a ballot shall be taken and until so provided shall be determined by the Board provided that the ballot shall be counted by a returning officer and at least two (2) scrutineers

appointed by the majority vote of the meeting prior to any vote being taken. A candidate for any position shall not be appointed as returning officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

VACANCIES ON BOARD

43. Vacation of Office

Subject to the provisions of this Constitution the Members in general meeting may by ordinary resolution of which special notice has been given:

- (a) remove any Director of the Board or the whole of the Board before the expiration of their period of office; and
- (b) appoint another person or persons in his, her or their place. Any person appointed shall only hold office for the remainder of the term of the person in whose place he is appointed.

44. Grounds for Vacation of Office

In addition to the circumstances in which the office of a Director may become vacant under the Act and this Constitution, the office of a Director shall ipso facto be vacated if such Director –

- (a) dies
- (b) becomes bankrupt, insolvent under administration or is convicted of a felony or misdemeanour or indictment.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) is absent from meeting of the Board for a continuous period of three (3) calendar months without leave of absence from the Board and the Board resolves that his office be vacated.
- (e) resigns office by notice in writing given to the Secretary.
- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act.
- (g) is removed by ordinary resolution by the members in general meeting for any reason subject to the provisions of this Constitution,
- (h) ceases to be a member of the Club; or
- (i) fails to declare the nature of his interest in a contract or office or property as provided by the Act.

45. Casual Vacancies

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 appointed shall hold office only until the conclusion of the following annual general meeting.

46. Board May Act

The Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

POWERS AND DUTIES OF THE BOARD

47. The Board shall be responsible for the management of the business and affairs of the Club.

48. General Powers

The Board may exercise its powers of the Club which are not, by the Act, this Constitution or otherwise required to be exercised by the Club in general meeting.

49. Delegations

- (a) The Board may, by instrument in writing, delegate any of its powers to committees established by the Board and consisting of such member of members of its body and/or such Full Members of the Club as it may from time to time think fit. The Chairman shall be ex officio a member of all such committees.
- (b) Any committee formed shall in the exercise of the powers delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions in this Constitution for regulating the meeting and proceedings of the Board so far as the same are applicable and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
- (d) At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. The Board may amend or repeal any decision made by a body, person or committee under this clause.

50. Power to make Club Rules

- (a) The Board has the power to make, amend and repeal Club Rules for the proper conduct, administration and management of the Club not inconsistent with the Constitution, including but not limited to Club Rules which regulate and prescribe:

Stella Sun 31/8/11 11:51 AM

Comment [1]: Please advise if this is intended - given that we discussed that the Manager was responsible for the day to day management of the Club

- (i) Such matters as the Board is specifically by this Constitution empowered to regulate.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the bowling greens.
 - (v) The upkeep and control of the bowling greens.
 - (vi) The control and management of all competitions.
 - (vii) the admission of Members and guests to the Club premises.
 - (viii) The conduct of members.
 - (ix) The qualifications, rights, privileges and obligations of each category of Members.
 - (x) The relationship between members and club employees.
 - (xi) And generally all such matters as are commonly the subject matter of Club Rules or which by the Constitution are not reserved for decision by the Club on general meeting.
- (b) The Board may enforce the observance of all Club Rules by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (c) Any Club Rules made under this clause shall come into force and have the full authority of a Club Rule on being posted upon the Club Notice Board.
 - (d) The Board may otherwise adopt such means as it deems sufficient to bring to the notice of Members all Club Rules made, their amendment or repeal.
 - (e) In the event of any inconsistency between this Constitution and any Club Rule, this Constitution prevails to the extent of that inconsistency,

51. **Other Specific Powers**

Without derogating from the powers conferred, the Board shall also have powers to:

- (a) 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.
- (b) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charges all or any of the property of the Club as may be thought fit.
- (c) institute conduct to defend compound or abandon any legal proceeding 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.

- (d) 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 instructions.
- (e) invest and deal with any of the moneys of the Club not immediately required for the purpose 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.
- (f) 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 charges 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.
- (g) sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a general meeting of the Club to 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 shall not be exercised with respect to any part of the Clubs premises which may be registered under the provisions of the Registered Clubs Act without consent of the Licensing Court being obtained.
- (h) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.

52. Sub Clubs

- (a) The Board shall have power to establish Sub clubs for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for membership of all or any such Sub clubs and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such Sub clubs or any of them and from time to time to prepare and approve and amend rules and by-laws for the control and regulation of such Sub clubs and the conduct and activities and also to terminate and dissolve any such Sub club or to reconstitute the same on a similar or different basis.
- (b) For the purposes of this clause:
 - (i) The Board may permit any Sub club to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity on the State of New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from

time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.

- (ii) The Board may empower each Sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (iii) Subject to the general control and supervision of the Board each Sub club shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the Sub club shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (iv) Subject as hereinafter provided the constitutions and rules or by-laws of each Sub club may be amended from time to time by a majority of members of such Sub club at a general meeting 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 Sub club shall have effect unless and until it has been approved by resolution of the Board.
- (v) The constitutions, rules and by-laws of each Sub club shall not be inconsistent with this Constitution or the procedures prescribed by any Club Rules.
- (vi) Any disciplinary action by the section in respect of any member of such Sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

53. Board to Meet

- (a) Subject to the requirements of the Registered Clubs Act, 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 at least once in each calendar month for the transaction of business
- (b) The Chairman and the Secretary may at any time upon the request of not less than three (3) members of the Board convene a meeting of the Board.
- (c) The Chairman shall preside at every Meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present or is unwilling or unable to act then the Board members present may elect their own Chairman.
- (d) Reasonable notice must be given to every member of the Board of the place, date and time of every meeting of the Board.

54. Quorum

The quorum for meetings of the Board shall be five (5) Directors, with a minimum of four (4) Directors present in person for the duration of the meeting and a maximum of one (1) Director attending via teleconference, video-conference or internet conferencing for the duration of the meeting

55. Decisions of Board

- (a) 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.
- (b) In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (c) 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 a 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 as was qualified to be a member of the Board.
- (d) A record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose.

56. Written Resolutions

A resolution in writing signed by a majority of 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.

57. Disclosure of Interests

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Club must give the Board notice of the interest in accordance with the Act.. Such declaration will be recorded by the Secretary in the minutes of the meeting.
- (b) No Director shall be disqualified from office by reason of 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 member of the Board contracting or being interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such member holding that office or of the fiduciary relationship established provided such member complies with the provisions of Section 191 of the Act.
- (c) The provisions of Section 39 of the Registered Clubs Act shall be implemented where a member of the Board of the Club makes a declaration of interest pursuant to Section 191 of the Act.

SECRETARY

58. At any time there shall only be one Secretary of the Club who shall be appointed by the Board.

GENERAL MEETINGS

GENERAL MEETINGS

59. All general meetings of the Club other than annual general meetings shall be called general meetings.

60. **Annual General Meeting**

The Club's annual general meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.

61. **Convening General Meetings**

- (a) The Board may whenever it thinks fit (unless otherwise required to do so under the Act) convene a general meeting.
- (b) The Board shall also convene a general meeting on the requisition of not less than thirty (30) Members or five (5) per cent of Members (whichever is the less) being at the date of delivery of the requisition at the office of the Club, Members entitled to vote at general meetings of the Club. In such event:
 - (ii) the Board will convene a general meeting of the Club as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition;
 - (iii) The requisition shall state the objects of the meeting and must be signed by the Members making the requisition and delivered to the registered office of the Club and may consist of several documents in like form each signed by one or more Members making the requisition.
 - (iv) If the Board does not within twenty-one days from the date of the requisition being delivered to the Club duly convene a general meeting, the Members making the requisition or any of them representing more than fifty per cent may themselves convene the meeting to be held no later than three months after that date.
 - (v) Any general meeting convened under by Members under this Constitution shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (vi) Any reasonable expenses incurred by the Members making the requisition in convening any such meeting shall be repaid to those Members by the Club.

62. Notice of General Meetings

- (a) Subject to the provisions of the Act, fourteen (14) days' notice specifying:
 - (i) the place, day and hour of the meeting,
 - (ii) in case of special business the general nature of that business, and
 - (iii) any other information required by the Act,
 shall be provided to all members entitled to attend and vote at general meetings of the Club.
- (b) A general meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.
- (c) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give notice of such resolution as required by the Act.

PROCEEDINGS AT GENERAL MEETINGS

63. Business

The business of any annual general meeting includes the receipt and consideration of the accounts, statements and reports prescribed by Section 314 of the Act and to elect members of the Board under this Constitution and subject to the Act to appoint auditors.

64. Quorum

- (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, a quorum:
 - (i) if convened on the requisition of members shall not be less than thirty-five (35) members present and entitled to vote; and
 - (ii) at all other general meetings and at all annual general meetings shall not be less than twenty (20) members present and entitled to vote.

65. If Quorum not Present

- (a) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the general meeting:-
 - (i) if convened upon the requisition of members shall be dissolved;
 - (ii) in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceeds 21 days. If at such adjourned meeting a quorum is not present the members who are present

and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

66. **Chair of Meetings**

- (a) The Chairman shall be entitled to take the chair at every general meeting.
- (b) If the Chairman is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

67. **Voting at General Meetings**

- (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality on votes whether on a show of hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
 - (i) Attend or vote at any meeting of the Club or of the Board or of any committee ; or
 - (ii) Vote at any election including an election of a member or of the Board,

as the proxy of another person.
- (c) At any general meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

68. **Procedures for a Poll**

- (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.

69. **Adjournments**

- (a) The Chairman 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.

- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) 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.
- (d) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save 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 an original general meeting.

70. **Minutes of General Meetings**

Minutes of all resolutions and proceeding at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be signed shall be evidence of the proceedings to which it relates.

MISCELLANEOUS

ACCOUNTS

- 71. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act; the Registered Clubs Act and any regulations.
- 72. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 73. The Board shall, not less than twenty one (21) days before each annual general meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the reports required under Section 314 of the Act, to all members of the Club entitled to attend and vote at the annual general meeting.
- 74. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
- 75. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board in a general meeting. Auditors may be removed by the Board in a general meeting.

INCOME

- 76. The profits (if any), or other income and property of the Club shall be applied only to the promotion of the purposes of the Club and no portion of it may be paid or transferred, directly

or indirectly, to any Member whether by way of dividend, bonus or otherwise except as prescribed in this Constitution or the Act.

77. Nothing in clause 76 prevents any payment in good faith by the Club of:
- (a) reasonable and proper remuneration to any Member or officer or employee of the Club for any services actually rendered to the Club;
 - (b) reasonable and proper rent for premises let or demised by any Member of the Club to the Club;
 - (c) moneys to any Member paid or reimbursed under this Constitution.
78. Subject to the provisions of Section 10 (6) of the Registered Clubs Act, a member of the Club, whether or not he is 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 unless the benefit is in the form of goods or services (but not money, cheque or promissory note) and is the subject of a current authorisation given by a General Meeting of the members prior to the benefit being provided.
79. Subject to the provisions of Section 10 (7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of Registration under Part 11 of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

WINDING UP

80. If on the winding up or dissolution of the Club by any means and for any reason, there remains any property after the satisfaction of all the Club's debts and liabilities, the property must not be paid to or distributed among the Members of the Club, but must be given or transferred:
- (a) to one or more institutions, associations or bodies selected by the Members at or before the dissolution of the Club, having objects similar to the Club and whose rules prohibit the distribution of its or their income and property among its or their members; or
 - (b) if the Members do not make a selection pursuant to paragraph (a) for any reason, to one or more institutions, associations or bodies meeting the requirements of paragraph (a) as selected by the Board.

SEAL AND EXECUTING DOCUMENTS

81. The Board shall provide for the safe custody of the Seal of the Club.
82. The Club may execute a document (including a deed) with the Seal provided that the Seal shall never be affixed to any deed or instruction except by the authority of a resolution

passed at a meeting of the Board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

83. This clause does not limit the ways in which the Club may execute a document.

NOTICES

84. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Rules or by publication in a local paper circulating in the District where the Club is located.
85. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressed prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

86. Every officer (as defined in Section 9 of the Act) of the Club and every auditor of the Club shall be indemnified out of the property of the Club against any liability incurred by them in their capacity as officer or auditor in defending any proceedings, whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is under the Act granted to them by the Court in respect of any negligence, breach of any duty or trust.

GENERAL

87. The 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 Rules are inconsistent and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.