

**COMPANY CONSTITUTION**

**OF**

**MUNMORAH UNITED  
BOWLING CLUB LIMITED**

(as amended – 18 September 2016)

ACN 000 639 314

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 02/08/16]

**Section 1:**

**ARTICLES OF ASSOCIATION**  
**OF**  
**MUNMORAH UNITED BOWLING CLUB LIMITED**

**DEFINITIONS AND INTERPRETATIONS**

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

“Act” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

“annual report” means a report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & Gaming Authority.

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

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

“chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the *Interpretation Act 1987*]

“Club” means the Munmorah United Bowling Club Ltd. [ACN 000 639 314] and includes any registered business names owned by the Club.

“club licence” means a club licence granted under the Liquor Act.

“Constitution” means this company constitution of the Club in accordance with the Act and shall include any reference to the Memorandum of Association and Articles of Association.

“contract” includes commercial arrangement.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“Executive” of the Club shall mean the President, Vice-President, Secretary, and Treasurer (if appointed).

“financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.

“Gaming Machines Act” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons who have been approved by the Authority and appointed to manage the licensed Club premises in accordance with the Liquor Act.

“Memorandum” means the Memorandum of Association of the Club.

“month” means calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“notice board” means a board or boards designated as such within the Club premises on which notices for the information of members are posted.

“office” means the registered office for the time being of the Club.

“Officer” shall have the meaning defined in the Act.

“Ordinary Member” means a member of the Club other than an Honorary Life Member, Honorary Member, Temporary Member, or Provisional Member of the Club.

“ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of members.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

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

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“special resolution” means a resolution that in accordance with the Act:

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

“teleconference” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

2. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) 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.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

### **EFFECT OF CONSTITUTION**

- 2A. The Club’s Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

## **MEMBERSHIP**

3. (a) The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
- (b) The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

### **MEMBERSHIP (CLASSIFICATION AND ELIGIBILITY)**

4. (a) Membership of the Club shall be divided into the following classes:
    - (i) Bowling Members
    - (ii) Associate Members
    - (iii) Non-Bowling Members
    - (iv) Junior Members
    - (v) Paid for Life Members
    - (vi) Honorary Life Members
    - (vii) Honorary Members
    - (viii) Temporary Members
    - (ix) Provisional Members
  - (b) Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
5. (a) Bowling Members shall be adult persons over the age of eighteen (18) years who have been elected as Bowling Members of the Club and who shall be entitled to all rights and privileges of membership of the Club.
  - (b) Associate Members shall be adult persons over the age of eighteen (18) years who have been elected as Associate Members of the Club and who shall be entitled to all rights and privileges of membership of the Club with the exception that Associate Members can only play social bowls.
  - (c) Non-Bowling Members shall be adult persons over the age of eighteen (18) years who have been elected as Non-Bowling Members of the Club and who shall be entitled to all rights and privileges of membership of the Club save and except they shall not be entitled to play lawn bowls on Club greens or represent the Club at any match, tournament or carnival as a player of lawn bowls.
  - (d) Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

- (e) (i) Paid for Life Members. Any member elected in accordance with this Constitution may be invited by the Board upon renewal of his/her annual membership to renew his/her membership for life upon payment of that subscription from time to time determined annually by the Board.
- (ii) Payment of such a subscription is not deemed to confer upon such member Honorary Life Membership as defined in Article 6 of the Constitution.
- (iii) Payment of such subscription does not confer upon the member or members paying such subscription any other rights or privileges as to membership other than those rights and privileges conferred in this Article 5 except they shall not be obliged to pay annual subscriptions or registration fees for any period after said payment.
- (iv) The Club shall only be required to pay bowling association fees for Paid For Life Members that are active bowling members of the Club and have nominated Munmorah United as their declared club in accordance with bowling association rules.

6. Honorary Life Membership may be conferred by the Club on any member who has given the Club long and meritorious service or who for any other commendable reason has been elected at an Annual General Meeting or a general meeting of the Club by a majority of members present and entitled to vote. Life Membership shall not be conferred on a member unless:

- (a) the nominee has been an Ordinary Member for a period of not less than ten (10) years immediately prior to his or her nomination PROVIDED THAT broken periods of membership may be aggregated in calculating the ten year qualifying period; and
- (b) they have been nominated for Life Membership in writing by two (2) financial members, Ordinary or Honorary Life Members; and
- (c) the Board has approved the nomination.

An Honorary Life Member shall be entitled to all rights and privileges of the Club and shall not be obliged to pay annual subscriptions or registration fees for any period after the date of their election.

Not more than one (1) Life Member shall be elected in any one financial year. The Club shall not have any more than ten (10) Life Members at any one time.

- 7. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Honorary Life Membership of the Club.

8. (a) "Temporary Member" shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
  - (ii) A person who is a member of another registered club with similar objects to those of this Club;
  - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
  - (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (d) Temporary Members shall not be required to pay an entrance fee or annual subscription unless determined otherwise by the Board from time to time.
- (e) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Honorary Life Membership of the Club.
- (f) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.



9. Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

### **GUESTS**

10. (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing Guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such Guests together with his or her own name in the Guest Register.
- (b) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he or she introduce any person as a guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.
- (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

### **MEMBERSHIP (VOTING RIGHTS)**

11. (a) Financial Ordinary Members (except Junior Members) shall be deemed to be the general body of members entitled to attend and vote at any general meeting and election of the Club PROVIDED THAT only Bowling Members shall be entitled to move, second and vote on any resolution to alter, amend or vary the Constitution.
- (b) Every member who is entitled to vote shall both on a show of hand and on the taking of a poll have one (1) vote.

- (c) No Member of the Club who is also an employee of the Club shall be eligible to vote at any meetings or elections of the Club.
- (d) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- (e) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (f) A Member who is under suspension shall not be entitled to attend or vote at any general meetings or election of the Club.

### **ADMISSION OF MEMBERSHIP**

- 12. (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be accompanied by a letter of request for said membership written and signed by a responsible adult for the minor.
  - (b) Every nomination for membership shall be lodged with the Secretary of the Club.
  - (c) The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.
- 13 The election of members shall be by the Board at a meeting or meetings duly convened. The Board may reject any application for membership without assigning any reason for such rejection. The names of the members of the Board present and voting and the names of the persons elected shall be recorded in the minutes.
14. Every person elected to membership shall be deemed to agree to pay the joining fee and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
15. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

## **MEMBERSHIP (CESSATION)**

16. (a) (i) An Ordinary Member may at any time resign as a member of the Club by giving a notice in writing to the Secretary. That member however, shall continue to be liable for any unpaid fees or other levies and shall continue to be liable for debts and liabilities of the Club which exist at that time up to the amount of five dollars (\$5.00).
- (ii) The date of resignation of a member resigning in accordance with the provisions of these Articles shall be the date on which the notice of resignation is received by the Secretary and the provision of these Articles regarding the giving of notices shall apply as if the notice of resignation was a notice to a member.
- (iii) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
- (b) If any member shall fail to pay his or her subscription within one (1) month after it becomes due the Committee shall cause the name of such member to be removed from the Register. Provided however, that such member whose name has been so removed shall be eligible to reapply for membership in accordance with the Articles of Association and if such new application is made within six (6) months of the date he or she ceases to be a member he or she shall not be liable for any further entrance fee.
- (c) A member may be expelled from membership by the Board or by a properly constituted judiciary sub-committee in accordance with the provisions of this Constitution.
- (d) Every person who ceases to be a member of the Club whether by resignation, death, expulsion or neglect or refusal to pay the entrance fee subscription or other monies due by him or her to the Club from time to time shall forfeit all membership rights and privileges save and except he or she shall remain liable to pay all or any monies due and payable pursuant to clause 6 of the Memorandum of Association.

## **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

17. If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted judiciary sub-committee) shall have the 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 at all times the principles of procedural fairness are upheld and that:
- (a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a prepaid letter posted to the member's 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 and may be accompanied at the hearing by a person of the member's choice, or the member may answer the charge in writing.
- (c) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.
- (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) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
- (f) Any decision of the Board at such hearing or any adjournment thereof shall be final.
- (g) Thorough minutes of proceedings shall be taken of all meetings relating to a charge or complaint made against a member.
- (h) The member shall be notified in writing of any decisions and penalties imposed by the Board or by a judiciary sub-committee.
- (i) Any member notified or any member proposed in accordance with this Rule to be notified may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of the immediate suspension.

### **JUDICIARY SUB-COMMITTEE**

- 18. (a) The Board may by resolution delegate all of the powers discretions and functions given to the Board by Article 17 to a judiciary sub-committee comprised of such Board members as shall be determined by the Board from time to time.
- (b) The judiciary sub-committee shall conduct its activities in accordance with the procedures referred to in Article 17 save that any decision by the judiciary system to expel a member shall require the unanimous decision of the members of the judiciary sub-committee voting on a resolution to that effect.
- (c) The Board shall have the power by resolution to revoke any delegation to the judiciary sub-committee pursuant to paragraph (a) of this Rule 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 office held by the member the Board considers that it would not be appropriate for the charge to be heard by the judiciary sub-committee.

- 18A. (a) The member may lodge in writing with the Board an appeal against a decision of the judiciary sub-committee to reprimand, suspend, expel or fine that member. Such written appeal shall be lodged not later than fourteen (14) days following the judiciary sub-committee meeting at which the penalty was imposed.
- (b) If an appeal is received, the Board shall review the proceedings of the judiciary sub-committee and shall assess the fairness of the penalty imposed. A member who did not have the opportunity to give evidence in person at a judiciary sub-committee meeting shall be given the opportunity to address the Board during the appeal meeting. A Board member who has an association with the complaint shall not be present during the appeal process and shall not vote on any penalty to be imposed.
- (c) If the Board finds the charge to be proven, the Board shall have power to impose any penalty on the member permitted by this Constitution in substitution for that imposed by the judiciary sub-committee.
- (d) Notwithstanding that a notice has been given by a member in accordance with paragraph (a) of this Rule, the decision of the judiciary sub-committee to suspend or to expel a member shall continue in full force and have effect until that decision has been substituted by a decision of the Board.
19. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary he or she may, by resolution of a meeting of the Board, be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 17 shall not apply.

#### **ADDRESS OF MEMBERS**

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

#### **REGISTERS OF MEMBERS**

21. The Secretary shall keep on the Club's premises these Registers:
- (a) Register of Members;
- (b) Register of Honorary Members;
- (c) Register of Temporary Members;
- (d) Register of Guests.

22. Register of Members. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription 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.
23. Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
24. Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
25. Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his or her 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.
26. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.
27.
  - (a) The entrance fees, annual subscription and other fees or charges payable by any class of member, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in these Rules shall be such as shall from time to time be determined by the Board. The annual subscription shall fall due on the first day of July in each year. If such annual subscription remains unpaid at the expiration of one (1) month after the due date for payment that member's name shall be removed from the Register of Members. Such member whose name has been removed shall be eligible to reapply for membership if such application is made within six (6) months of the date he or she ceased to be a member and he or she shall not be required to pay an entrance fee.
  - (b) The annual subscription for Ordinary Members shall not be less than two dollars (\$2.00) per annum and shall be payable annually in advance. Any other fees or charges payable annually shall also be payable annually in advance. The Board may determine that subscriptions and other fees and charges may be paid in advance for such number of years as provided for in the By-laws.
  - (c) The Board may, at its discretion, fix a charge for the use of property or services of the Club by its members and may at any time amend or remove such charge or charges.

- (d) The Board may, at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who was formerly a member of the Club may at the discretion of the Board be elected without the payment of any entrance fee.
- (e) All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the first day of January in any year shall be liable to pay one half of the subscription payable for the then current financial year.
- (f) The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount not less than two dollars (\$2.00) in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
- (g) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to his or her age be granted special privileges and discounts on his or her entrance fee, annual subscription, and/or any other fees and levies.

### **MANAGEMENT**

- 28. (a) The Board shall consist of seven (7) Directors who shall comprise a President, a Vice President, and five (5) ordinary Directors. The ordinary Directors on the Board may include up to two (2) Non-Bowling Members of the Club. The Board shall be elected biennially (for a two (2) year term of office) at each Annual General Meeting falling on an even numbered year.
- (b) Treasurer
  - (i) A suitably qualified member of the Board may be appointed to hold the position of Treasurer by a resolution of the Board and such appointment shall be made at the first Board meeting held following an election.
  - (ii) A suitably qualified person may be appointed to the Board to hold the position of Treasurer in accordance with the special appointment provisions of the Registered Clubs Act.
  - (iii) A suitably qualified person may be appointed by resolution of the Board to hold a non-board member position of Treasurer, with the term of the appointment being determined by the Board. A member appointed as Treasurer under this sub-paragraph shall attend Board meetings but shall have no vote on Board decisions.
  - (iv) The Board may determine that no member shall be appointed to hold the position of Treasurer.
- (c) The Board may appoint a Secretary Manager upon such terms and conditions as it shall determine. The Secretary Manager shall have such powers and duties as are provided for by this Constitution and as are from time to time delegated by the Board.

- (d) Each member elected or appointed to the Board will be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

### **SPECIAL APPOINTMENTS MADE BY THE BOARD**

- 28A. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
  - (i) The terms shall be no more than three (3) years; and
  - (ii) The person must be an ordinary member at the time of, and for the duration of, the appointment; and
  - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the club's notice board and on the club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.
- (d) A former employee shall not be elected or appointed to the Board of Directors until a period of at least five (5) years has elapsed from the end of employment.

### **ELECTION OF THE BOARD OF DIRECTORS**

- 29. The Board of Directors shall be elected biennially (for a two (2) year term of office) by the Honorary Life Members and Ordinary Members of the Club (except Junior Members) from persons nominated as hereinafter provided:
  - (a) not less than forty two (42) days before the day fixed for an Annual General Meeting at which an election is to occur, nominations for the ballot to elect Board positions shall be delivered to the Secretary.
  - (b) (i) Nominations for the election of Bowling Members to the Board shall be in writing and signed by two (2) Bowling Members of the Club and by the nominee who shall also signify his or her consent to the nomination.
  - (ii) Nominations for the election of Non-Bowling Members to the Board shall be in writing and signed by two (2) Bowling or Non-Bowling Members of the Club and by the nominee who shall also signify his or her consent to the nomination.



- (c) the Secretary shall immediately after receipt of the nominations post the names of the candidates and their proposers on the notice board.
  - (d) if the full number of candidates for any position on the Board of Directors are not nominated as prescribed additional nominees may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the chairperson of the meeting shall declare those nominated duly elected.
  - (e) any and all persons are prohibited from distributing 'how to vote' cards in relation to Club elections both on club premises and in the near vicinity.
  - (f)
    - (i) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
    - (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
30. In the event of more than the required number of candidates being nominated an election by ballot shall be conducted in the following manner:
- (i) Members entitled to vote shall have their name crossed off the register by the Returning Officer or one of his or her Scrutineers and handed a ballot paper at a selected part of the club which shall be placed in the ballot box by the voting member. The key to the ballot box is to be retained by the Returning Officer until the ballot has concluded. The ballot shall take place in the clubhouse at times specified by the Board over a five (5) day period concluding no later than 2:00 PM on the day preceding the scheduled date of the Annual General Meeting.
  - (ii) On the closing of the ballot, the ballot papers shall be counted by the Returning Officer and two (2) scrutineers nominated by the Board, and the result of the ballot declared at the Annual General Meeting.
  - (iii) In the event of an equality of votes for two or more candidates, the election shall be decided by the Returning Officer who shall draw the name of one such candidate from a hat.
  - (iv) The Returning Officer shall conduct and supervise the ballot. Any disputes relating to the ballot, including but not being limited to the return of ballot papers and the validity of them, shall be determined by the Returning Officer whose decision shall be final and binding.
  - (v) If a female is elected into the position of President of the Club, then the highest ranking male Board member shall preside over all the Men's Bowls Meetings. If however, there are no male Board members, the male bowling members at their Annual General Meeting will elect from their ranks a member to preside over all their bowls meetings and act as their representative at all the men's official functions.

- (vi) If more than two (2) Non-Bowing Members are nominated for the Board, an election shall be held for the positions of ordinary Director, regardless of the number of nominations received for the position of ordinary Director.
- 30A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
  - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
  - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

#### **CASUAL VACANCIES ON THE BOARD**

31. Where any casual vacancy occurs on the Board, that vacancy shall be filled by a Bowling Member or Honorary Life Member until the next Annual General Meeting at which an election is to occur in accordance with the following procedure:
- (1) Where at an Annual General Meeting there were more candidates than the number required to fill all vacant offices the candidates for election to office at that prior Annual General Meeting who attained the next highest number of votes after all vacant offices have been filled PROVIDED that there shall not be more than two (2) Non-Bowing Members appointed to the Board at any one time; or
  - (2) in the event there are fewer candidates for election at the prior Annual General Meeting than the number required to fill vacant positions, the Board may fill that vacancy even if a quorum is not present at that meeting.

#### **REMOVAL FROM THE BOARD**

32. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act [in particular, but not limited to, provisions relating to convictions and bankruptcy];
  - (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;
  - (c) fails to declare the nature of having an interest in a contract or office or property as provided by the Act.

- (d) 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;
  - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove him or her from office;
  - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
  - (g) transfers to a class of membership that would disqualify the person from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
  - (h) holds an office of profit or becomes an employee of the Club;
  - (i) resigned from office by notice in writing to the Secretary of the Club;
  - (j) ceases to be a member of the Club.
- 32A. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if such person or persons had not been so removed.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

### **MEETINGS OF THE BOARD**

33. (a) The Board shall meet at least once in every month for the transaction of business (which meetings shall be called regular meetings). The names of the members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be recorded by the Secretary Manager in an appropriate book kept for this purpose. The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution.
- (b) The President shall preside at every meeting of the Board or if at any meeting the President is not present or is unwilling or unable to act then the Vice-President shall act as chairperson of the meeting. If the Vice-President is not present or is unwilling or unable to act then the Board members present shall elect their own chairperson of the meeting. The member chairing a meeting shall have a casting vote.

- (c) The President at any time and the Secretary shall on the requisition of not less than three (3) Directors convene a meeting of the Board.
- (d) Subject to these Articles questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
- (e) In the event of a vacancy occurring in the office of Director the remaining Directors may act but if the number of remaining Directors is not sufficient to constitute a quorum they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
- (f)
  - (i) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed at the time at which the document was last signed by a Director and if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
  - (ii) For the purposes of paragraph (f)(i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
  - (iii) A reference in paragraph (f)(i) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- (g) No officer shall be disqualified from his or her office through and by 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 officer shall in any way be interested be avoided nor shall any officer 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 officer holding that office or of the fiduciary relationship thereby established but it shall be the duty of the officer to declare the nature of his or her interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or if the officer was not at the date of that meeting interested in the proposed contract at the next meeting of the Board held after he or she becomes so interested. A general notice given to the Board by an officer to the effect that he or she is a Director or member of a specified company or firm and is regarded as interested in any contract which may, after the date of the notice, be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer so interested shall absent himself from any meeting of the Board of Directors at which that contract in which he or she has an interest is considered and shall in any event abstain from recording any vote upon any such contract or resolution relating thereto.

- (h) All acts done and resolutions passed at any meeting of the Club shall be deemed to be valid notwithstanding any defect in the election of a Director voting upon such resolution or any defect in the act or resolution passed as a consequence.
- (i) Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

### **DIRECTORS' INTERESTS**

- 33A. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

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

34. The Board shall be responsible for the business and affairs of the Club. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and the Liquor Act and of these Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) to appoint from amongst its members or from members of the Club sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and from time to time to revoke or alter such appointment or delegation. Unless otherwise specified in the minutes of the directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
  - (b) to make such By-laws, rules or regulations not inconsistent with the Memorandum and Articles of Association 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 wellbeing of the members of the Club and to amend or rescind from time to time any such By-laws, rules and regulations.
  - (c) to enforce the observance of all By-laws, rules or regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.
  - (d) to appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - (e) to engage, appoint, control, remove, discharge, suspend and dismiss such Managers, Secretaries, 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 to determine the duties, pay, salary, emoluments or other remuneration.
  - (f) 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.

- (g) to secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the Award.
- (i) to determine who shall be entitled to sign and 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 monies 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 to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any 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) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act 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 licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (n) to repay actual out of pocket expenses incurred by any member of the Board which were first authorised before they were incurred by the Board.
- (o) to fine, caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provisions of the Memorandum of Articles of Association or of the By-laws, rules and regulations of the Club or who shall, in the opinion of the Directors, be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.
- (p) to impose any restrictions or limitations on the rights and privileges of members, Honorary Members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
- (q) to fix the amount of entrance fee and/or subscription payable by any class of member.

## **DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES**

- 34A. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
- (i) make the judgment in good faith for a proper purpose; and
  - (ii) do not have a material personal interest in the subject matter of the judgment; and
  - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

## **MEETINGS OF MEMBERS (GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS)**

35. (a) In accordance with the requirements of the Act, the Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board. All other general meetings shall be called Extraordinary General Meetings.
- (b) (i) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, whichever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).



- (ii) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
  - (iii) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
  - (iv) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
  - (v) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
  - (vi) 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.
  - (vii) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
  - (viii) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
  - (xi) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (c) Every notice convening a general meeting (including the Annual General Meeting) shall be in writing and shall specify the place, day, hour and business of the meeting, and such information as is required to be given by this Constitution, the Act and the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
  - (d) The accidental omission to give notice of a general meeting to or the non receipt of notice of a general meeting by any member shall not invalidate the proceedings of the meeting.
  - (e) The period of notice in respect of a general meeting (including an Annual General Meeting) shall be at least twenty-one (21) days.
  - (f) Notice of the date and time and place for each Annual General Meeting and of the last day for receiving nominations for office shall be posted on the notice board at least forty two (42) days prior to the date fixed for such Annual General Meeting.

- (g) No business shall be transacted at a general meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members entitled to vote shall constitute a quorum at such meeting.
  - (h) If a quorum is not present within half an hour from the time appointed for the meeting:
    - (i) where the meeting was convened upon the requisition of members the meeting shall be dissolved; or
    - (ii) in any other case:
      - (1) the meeting stands adjourned to the same day in the next week at the same time and place; and
      - (2) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum and may transact any business for which the meeting was called.
36. 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 other 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 deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
  - (h) Such business which under this Constitution ought to be transacted at a general meeting.
37. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.

- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- 37A. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
- 37B. 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.
- 37C. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the 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.
38. The President shall preside at all general meetings of the Club. In the event of the President being absent or if he or she shall be unwilling to act, the Vice-President shall preside. In the event of the President and Vice-President being absent or unwilling to act, the members present and entitled to vote shall elect a member to be chairperson of the meeting.
39. Every question or motion submitted to a general meeting of the Club shall be decided on a show of hands or if required by five (5) members by a poll. In the case of equality of votes the President shall have a casting vote.
40. At any meeting unless a poll is demanded by the President or by at least five (5) members present and entitled to vote, a declaration by the President that a resolution has been carried or carried by a particular-majority or lost or not carried by a particular majority, an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of evidence of the votes recorded in favour of or against such resolution.

41. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairperson of the meeting directs either immediately or after, an 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. A demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
42. The chairperson of the meeting may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
43. (a) If a meeting is adjourned for thirty (30) days or more, notice of meeting shall be given as in the case of an original meeting.  
(b) Except as provided by paragraph 43(a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. The demand for a poll shall not prevent the continuance of a meeting for the transaction of other business. No poll may be demanded on the election of a President.

#### **MINUTES OF CLUB MEETINGS**

45. (a) The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
  - (i) of all appointments of officers made by the Club in general meeting and by the Board;
  - (ii) of the names of the Directors present and voting at each meeting of the Board;
  - (iii) of the number of members present and voting at general meetings of the Club;
  - (iv) of all resolutions and proceedings at all meetings either of the Club or of the Board.
- (b) Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.
- (c) The Club must keep its minute books at the Club's registered office.

#### **FINANCIAL YEAR**

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

## **CLUB STRUCTURE AND NON-PROFIT STATUS**

- 46A. (a) The Club is a non-proprietary company.
- (b) The assets and income of the Club shall be applied solely in furtherance of objects of the Club and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

## **ACCOUNTS AND AUDITS**

47. (a) The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
- (b) The books of account shall be kept at the office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
- (c) (i) In accordance with the Act, the Board shall present to members in general meeting once in every year a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (ii) The Directors' Report, in addition to the other statutory requirements, shall include:
- (a) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
- (b) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (iii) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
- (d) (i) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.

- (ii) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

### **ANNUAL REPORT**

- 47A. (a) The annual report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the annual report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
  - (b) The Club may provide the annual report by doing the following:
    - (i) sending a hard copy of the annual report to each member who has made the election to receive the annual report as a hard copy; or
    - (ii) sending an electronic copy of the annual report to each member who has elected to receive the annual report as an electronic copy;
    - (iii) making a copy of the annual report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the annual report that the annual report is accessible on the web site, and specifying the direct address of the web site where the annual report may be accessed.
  - (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
    - (i) the member may elect to receive, free of charge, a copy of the annual report; and
    - (ii) if the member does not so elect, the member may access the annual report, on a specified web site; and
    - (iii) if the member does so elect and the Club offers to send the annual report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
  - (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
  - (e) An election to receive or to not receive the annual report or to not receive material under this Rule is a standing election for each later financial year until the member changes his or her election.
- 47B. The Club shall within one (1) month after the Annual General Meeting lodge with the Authority a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and if applicable the Auditor's Report on the financial report).

## **AUDITORS**

48. In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
  - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
  - (c) At least two (2) months' notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
  - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
  - (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
  - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
  - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
  - (h) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
  - (i) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

## **SECRETARY**

49. (a) The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- (b) The Secretary shall:
- (i) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of the Act, the Liquor Act, the Registered Club Act, and such other acts and regulations applicable to the business and management of the Club;
  - (ii) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution;
  - (iii) conduct and manage the affairs of the Club under the direction of the Board.

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

## **EXECUTION OF DOCUMENTS**

50. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) 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**

51. (a) Any notice in writing may be given by the Club to a member either:
- (i) personally;
  - (ii) by sending it by post to the address for the member in the Register of Members; or
  - (iii) by sending it to the fax number or electronic address (if any) nominated by the member.
- (b) A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked at any time.



- (c) (i) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (ii) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- (d) If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

### **INSPECTION OF RECORDS**

52. The Board shall determine whether and to what extent and at what time and places and under what conditions the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors and a member other than a Director does not have the right to inspect any document of the Club except as provided by by-law or authorised by the Board or by the Club at a General Meeting.

### **INDEMNITY AND INSURANCE OF OFFICERS**

53. (a) Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him/her in his or her capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application under the Act in which relief is under the Act granted to him or her by the Court in respect of any negligence, default, breach of any duty or trust.
- (b) To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

### **COMPLIANCE STATEMENTS**

54. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

55. The Secretary, 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.
56. Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
57. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a qualified valuer; and
  - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
  - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,  
  
notwithstanding any exceptions created by regulations made under the Registered Clubs Act.
58. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
59. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
60. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen [18] years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
- 60A. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

## **REMOVAL OF PERSONS FROM THE CLUB PREMISES**

61. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his or her possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the

vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

- (f) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

### **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

62. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
63. In accordance with regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
64. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.
- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Paragraph applies.
- (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his or her interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
  - (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Paragraphs (a) and (b) are not contravened.
  - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
65. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
66. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
67. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
68. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
  - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
69. In accordance with regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

## CONSTITUTION

70. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
71. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
72. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

## BY-LAWS

73. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

Prepared by

**Small Block Club Services**

SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700

T: 02 6959 4997 F: 02 6959 4979 A/H: 0407 064 705

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## **Section 2:**

# **MEMORANDUM OF ASSOCIATION** **OF** **MUNMORAH UNITED BOWLING CLUB LIMITED**

1. The name of the company (hereinafter called “the Club”) is Munmorah United Bowling Club Limited.
2. The registered office of the Club shall be situate at Lake Munmorah or in such other place in New South Wales as the Board may from time to time direct.
3. The objects for which the Club is established are:
  - (a)
    - (i) to provide for members and guests a recreation, education and sporting Club with particular emphasis on promoting the game of lawn bowls with all the usual facilities of a Club including residential conveniences and all amenities and conveniences necessary and desirable for the purposes of the Club; and
    - (ii) to promote all or any of the objects for the time being of the Royal New South Wales Bowling Association.
  - (b) to build, erect and construct, provide, maintain, alter, improve, lay out and establish all buildings, accommodation, amenities, at least two (2) bowling greens, sporting fields, playgrounds, conveniences, apartments and libraries considered necessary and convenient to carry out the objects of the Club.
  - (c) to purchase, hire, lease or otherwise acquire for the purposes of the Club any real and personal property and any rights and privileges which the Club may think necessary or convenient for the purposes of carrying out its objects or any of them.
  - (d) to give, sell, mortgage, charge, exchange, hire, lease (but not being the premises covered by the club licence) or otherwise dispose of the property of the Club or any part thereof.
  - (e) to invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.
  - (f) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (g) to borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges and any other security over the whole or any part of the real and personal property of the Club.
  - (h) to carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

- (i) to establish, promote or assist in establishing and promoting and to subscribe to or become a member of any association having objects similar to the Club.
- (j) to take or reject any gift or property, money or goods whether subject to any special trust or not.
- (k) to affiliate, cooperate or associate with any other club or clubs, society, institution or association having similar objects to the Club.
- (L) to promote and conduct matches, competitions and exhibitions in relation to bowls and other athletic sports, recreations or pastimes and to give or contribute to prizes or trophies and to guarantee prize money and/or expenses in connection with any such matches, competitions and exhibitions.
- (m) to establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money .for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- (n) to do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects or any of them.
- (o) to raise monies by way of subscriptions, entrance fees, levies, the holding of functions or otherwise and to accept donations, legacies, bequests and gifts of property.
- (p) to acquire membership of the Registered Clubs Association of New South Wales or such other association or organisation with similar objects as the Club may, from time to time, determine and arrange for representation of the Club at any corporation, body or bodies of association formed for the purpose of promoting interest of the Club and its social, sporting and other activities.
- (q) to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property, property present and future of the Club.
- (r) to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the object of the Club or any of them.
- (s) from time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.

IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and object shall not be restricted by any other object and that each object shall be construed and have effect in an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club.

4. The liability of the members is limited.



5. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever, by way of profit to or amongst the members of the Club. PROVIDED THAT nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him or her to the Club or otherwise owing by the Club to him/her or of remuneration to any officers or servants of the Club or to any members of the Club or other person in return for any services actually rendered to the Club. PROVIDED FURTHER THAT no remuneration shall be given by the Club to any member of such Board of Directors for his or her services as Director and provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member of within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceased to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding five dollars (\$5.00).
7. If upon winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or club having objects similar to the objects of this Club and which prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club under and by virtue of clause 5 hereof such institution or club to be determined by the members of the Club at or before the time or dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting same that may be imposed in accordance with the Regulations of the Club for the time being shall be open to the inspection of the members. Once at least every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised institute association or body of accountants.
9. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.

10. The full names, addresses and occupations of the subscribers hereto are:

Leonard Frederick Jeans  
Tall Timbers Road, Doyalson, Farmer

William Irwin Jackson  
Elizabeth Bay Road, Lake Munmorah, Engineer

William Patrick Kelly  
36 Terrence Street, Lake Munmorah, Boiler Maker

Albert Robert Lambert Howard  
Acacia Avenue, Lake Munmorah, Engineering Fitter

Albert Wendelin Frauenfelder  
Kamilaroo Avenue, Lake Munmorah, Retired

Andrew Archibald Wells  
8 Anthony Street, Lake Munmorah, Mining Engineer

Wynn Albert Pryor  
58 Diane Street, Lake Munmorah, Mining Industry

Leonard Patrick Bridge  
5 The Cut, Mannering Park, Professional Fisherman

Allan William Bridge  
Bayview East, Doyalson, Fitter/Welder

Leslie Howard Morton  
Wyee State Mine, Wyee, Engineer

Herbert Reginald Saul  
Lot 3 Elizabeth Road, Lake Munmorah, Plumber

Reginald Edward London  
Kamilaroo Avenue, Lake Munmorah, Bricklayer

11. The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

Witness to signatures: David O'Connor J.P. Lake Munmorah

Prepared by

**Small Block Club Services**

SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700

T: 02 6959 4997 F: 02 6959 4979 A/H: 0407 064 705

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