

I, Alan Plambeck, Secretary, certify that this page and the following 38 pages are a true and correct copy of the Constitution of Lindfield Bowling & Bridge Club (formerly known as Lindfield Bowling Club) as adopted and amended at the Extraordinary General Meeting held on Saturday, 13 December 2025.

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Signed and dated by Alan Plambeck

**CONSTITUTION**  
**OF**  
**LINDFIELD BOWLING & BRIDGE CLUB**  
**LTD**

**ACN 000 089 878**

A Company Limited by Guarantee  
and not having a Share Capital

(as amended at EGM —2024,13 December 2025)

## DEFINITIONS AND INTERPRETATION

1. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:
  - “Act” means the Corporations Act 2001 (Cth) (as amended) and any regulation made under that Act.
  - “annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act 1976 and the Australian Accounting Standards.
  - “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 and 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.
  - “business day” means a day that is not a Saturday, a Sunday or a public holiday.
  - “By-law” means any By-law, Rule, policy or regulation established by the Board under the provisions of this Constitution.
  - “chairperson”, in the case when it is not a reference to the Chairperson of the Board, 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 parent, child, brother or sister of the person; or
    - a spouse or de facto partner of the person or of a person referred to above [Note: “De facto partner” is defined in the Interpretation Act 1987 (NSW)]
  - “Club” means the Lindfield Bowling & Bridge Club [ACN 000 089 878] and includes any registered business names owned by the Club.
  - “club licence” means a club licence granted under the Liquor Act 2007.
  - “Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.
  - “contract” includes commercial arrangement.
  - “core property” means any real property owned or occupied by the Club that comprises:

- the defined premises of the Club, or
  - any facility provided by the Club for the use of its members and their guests, or
  - 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 above 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.
  - “Financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.
  - “Full Member” (as defined in the Registered Clubs Act) means a person who is an Ordinary Member or a Life Member of the Club.
  - “gift” includes money, hospitality or discounts.
  - “Lindfield Rollers Sub-Club” means the sub-club established by the Board for the Bowling Sub-Club.
  - “Liquor Act” means the Liquor Act 2007 (NSW) (as amended) and any regulation made under that act.
  - “manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.
  - “member” means a person who is a Full Member, a Provisional Member, an Honorary Member or a Temporary Member of the Club.
  - “month” means a calendar month.
  - “MOU” means the Memorandum of Understanding for the amalgamation between the Club and North Shore Bridge Club Incorporated (Registration No. &2229725).
  - “non-core property” means any real property owned or occupied by the Club that is not core property.
  - “North Shore Bridge Sub-Club” means the sub-club established by the Board for Bridge Members.
  - “notice board” means a board or boards designated as such and conspicuously located 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 resolution” means a resolution that may be passed by a simple majority (being more than 50%) of members present and entitled to vote at a general meeting.
- “Registered Clubs Act” means the Registered Clubs Act 1976 (NSW) (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 a 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:
  - Is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
  - Is passed by a majority of at least 75% of members entitled to vote who are in attendance and vote in person at the meeting.
- “teleconference” includes the use of telephone, computer, closed-circuit television, video-based equipment, or any other suitable electronic means of communication.
- “top executive” means each of the following:
  - the Secretary of the Club;
  - a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
  - 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” includes 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. 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.
3. 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.
4. 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.
5. 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 a general meeting or by a Court of proper jurisdiction.
6. 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.
7. 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.
8. 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.

## OBJECTS

9. The objects for which the Club is established are: -
  - (a) ~~To promote the game of bowls, at Lindfield in the State of New South Wales and to provide trophies and prizes in connection therewith~~To promote the games of bowls and bridge at Lindfield in the State of New South Wales and to provide trophies and prizes in connection with those games.
  - (b) In furtherance of the objects of the Club to acquire and hold freehold or leasehold property (including permissive occupancies) on any rights or privileges which the Club may think necessary or convenient for its purposes, subject however, to the provisions of the Companies Act. In the event of the Club taking on holding any property which may be subject to any trusts, the Club shall only deal with the same in such manner as allowed by Law having regard to such trusts.
  - (c) To continue and maintain grounds, greens and lawns and to construct and maintain a Club House or Pavilion in connection with the same

containing such accommodation and conveniences as the Club may from time to time determine, and to further construct and maintain such other buildings as the Club may deem requisite and, subject to the Corporations Act, to take over or adopt any contracts or agreements whatsoever made on behalf of the Club prior to the registration thereof, and whether expressly so made or otherwise, and to indemnify any person or persons for any liability incurred by him, her or them thereunder. Subject as aforesaid to take over the assets and Liabilities of the unincorporated association known as the Lindfield Bowling Club.

- (d) To lease the grounds, club house and premises or any part or parts thereof, or any rights or privileges in connection therewith to any person or persons, Company or companies, club or clubs, body or bodies of persons or individuals (and in cases whether, incorporated or otherwise) upon such terms and conditions generally as the Club may determine.
- (e) To establish, conduct, and carry on any bowling tournaments or competitions or to co-operate with any company or companies, club or clubs, person or body or bodies of persons or individuals in establishing, conducting and carrying on the same.
- (f) To supply refreshments, liquid or solid, to persons using or to visitors to the club house and premises and to make applications for and hold licences for the sale of liquor or other commodities, and to transfer such licences as and when the Club may think fit.
- (g) To buy sell and deal in sports materials of all kinds and indoor games required by the members of the Club.
- (h) To sell the property and undertaking of the Club or any part thereof to any company or companies, club or clubs, person or persons, for such consideration as the Club may think fit.
- (i) To borrow or raise money in such manner as the Club shall think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise charged upon all or any of the Club's property, both present and future, or by Bank overdraft, mortgage, bill of sale, or otherwise and if deemed advisable to appoint trustees for the debenture holders.
- (j) To accumulate a reserve fund out of the income or otherwise for the purposes of the Club and to appropriate the same or any part thereof on any of the Club's assets to specific purposes.
- (k) Subject to the Companies Act, to invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the Club.
- (l) To make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures or other negotiable or transferable securities.
- (m) For the purpose of furthering any objects of the Club to enter into any arrangements for co-operation or reciprocal concessions with any other Association or Club whether incorporated or not having objects similar to those of this Club.

- (n) To amalgamate with any other company, association or club having objects similar to this Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 13 hereof.
- (o) To make, repeal and amend all such rules, by-laws and regulations for the management of the Club as may from time to time be deemed necessary.
- (p) To do all such things as are incidental or conducive to the above objects, and for that purpose to vest in the Board of Directors of the Club such powers as it may by its Constitution prescribe. PROVIDED ALWAYS that it shall not be lawful for the Club to impose on its members or to support with its funds any regulations or rules which if an object to the Club would make it a trade union or would otherwise make its registration under of the Act, illegal.

### **LIMITED LIABILITY**

10. The liability of the members is limited.

### **MEMBERS GUARANTEE**

11. 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 they are a member **or** within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a member, and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories, amongst themselves such amount as may be required, not exceeding Four Dollars, Twenty Cents.

### **APPLICATION OF PROPERTY ON DISSOLUTION**

12. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Rule 13 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution, or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales, or such other Judge of that Court as may have or acquired jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

### **INCOME AND PROPERTY**

13. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club, as set forth in this

Constitution 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 the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club, or to any member of the Club or other person in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts or money lent on reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of the Council of Management or governing body of the Club shall be appointed to any salaried officer of the Club or any office of the Club paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric light, water or telephone Company of which a member of the Council or Management or governing body may be a member or any other Company in which such member shall not hold more than one two-hundredth part of the capital and such member shall not be bound to account for any share of profits he or she may receive in respect of such payment nor shall the preceding provisions of this clause apply to prevent any member who may be a successful competitor in any competition or tournament held or promoted by the Club under its objects as set out in this Constitution or to the cost of establishing or promoting of which the Club may have subscribed out of its income or property from receiving any prize medal or other recognition which may under the regulations affecting such a competition or tournament be awarded to them.

### **EFFECT OF CONSTITUTION**

14. 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.

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

15. The Club is established for the purposes set out in the Constitution.
16. The Club is a non-proprietary company.
17. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.

## MEMBERSHIP

18. 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.
19. The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
20. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Temporary Members
  - (d) Honorary Members, and
  - (e) Provisional Members
21. Ordinary Membership of the Club shall consist of the following classes:
  - (a) Bowling Member;
  - ~~(a)(b)~~ Bridge Member;
  - ~~(b)(c)~~ Social Member; and
  - ~~(c)(d)~~ Junior Member.
22. Meanings
  - (a) "Bowling Member" shall mean a person who has been elected a Lindfield Bowling Member and has paid the entrance fee (if any) and the applicable annual subscription. A Bowling Member shall be entitled to the privileges and advantages of the Club including the privilege of voting at general meetings of the Club.
  - (b) "Bridge Member" shall mean a person who has been elected a Bridge Member and has paid the entrance fee (if any) and the applicable annual subscription. A Bridge Member shall be entitled to the privileges and advantages of the Club including the privilege of voting at general meetings of the Club.
  - ~~(b)(c)~~ "Social Member" shall mean a person who has been elected a Social Member and has paid the entrance fee (if any) and the applicable annual subscription. A Social Member shall be entitled to the social privileges and advantages of the Club but shall not be entitled to vote at general meetings of the Club.
  - ~~(c)(d)~~ "Junior Member" shall mean a person under the age of eighteen (18) years who has 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) "Life Member" shall mean any member who, in consideration of long or meritorious service to the Club or for any other commendable reason, is

elected as a Life Member of the Club at any general meeting by at least three-fourths of the members who being present and entitled to vote do so vote provided that:

- (i) such nomination is made in writing by two (2) members who are Bowling Members, Bridge Members or Life Members;
- (ii) the nomination has been approved by the Board; and
- (iii) notice of the proposed Life Membership resolution has been set out in the notice convening the general meeting.

A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member or Bridge Member is entitled under these Rules. A Life Member shall not be obliged to pay any annual subscriptions~~“Life Member” shall mean any member who, in consideration of long or meritorious service to the Club or for any other commendable reason, is elected as a Life Member of the Club at any general meeting by at least three-fourths of the members who being present and entitled to vote do so vote. Provided that such nomination is made in writing by two (2) Bowling or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination. A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under these Rules. A Life Member shall not be obliged to pay any annual subscriptions.~~

## **TEMPORARY MEMBERS**

23. “Temporary Member” shall mean a person admitted as a Temporary Member in accordance with these Rules.
24. The following persons may be admitted as Temporary Members of the Club:
  - (a) A person whose ordinary place of residence is not in New South Wales, or
  - (b) A person whose ordinary place of residence is more than 5 kilometres from the premises of the Club, or
  - (c) A member of another registered club with similar objects to those of the Club, or
  - (d) 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;
25. The Board may determine that Temporary Members, or a particular category of Temporary Members, shall pay a temporary membership fee as determined by the Board from time to time.
26. 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.

27. Temporary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by the Board or the Secretary from time to time. A person who is a Temporary Member pursuant to Section 30(10) of the Registered Clubs Act shall be entitled to participate in the organised sport or competition in which that person was invited to participate.
28. The Temporary Membership of any person may be cancelled at any time without assigning any reason.
29. 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 Life Membership of the Club.
30. 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.
31. 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.
32. No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Temporary Member as provided in Section 30(10) of the Registered Clubs Act or as a Junior Member.

### **HONORARY MEMBERS**

33. "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.
34. 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 Life Membership of the Club.

## **PROVISIONAL MEMBERS**

35. 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.

## **PATRONS**

36. The members in a general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting. Such Patron or Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be Patrons when the period of appointment expires, and may be removed prior to that time by the members in a general meeting.

## **ADMISSION OF MEMBERS**

37. Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name and address 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 endorsed and signed by a responsible adult for the minor.
38. The application for Ordinary Membership may (and shall, if required under By-law), be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
39. The application for Ordinary Membership and, if applicable, the amount of the entrance fee (if any) and the applicable annual subscription, shall be lodged with the Secretary PROVIDED THAT the Secretary may in their discretion (and will, if so directed by the Board) refuse to accept payment of the entrance fee (if any) and the applicable annual subscription with the application in any case without giving any reason for such refusal. Particulars of the nomination for Ordinary Membership shall be posted on the notice board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
40. An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of any candidate.
41. The election of Ordinary Members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.

42. The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.
43. The Board shall have power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by these Rules.
44. Every person elected to membership shall be deemed to agree to pay the joining fee (if any) 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. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

### **TRANSFER OF MEMBERSHIP**

45. Subject to these Rules, the Board may on the written application of an Ordinary Member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by the member for the then current financial year.

### **CESSATION OF MEMBERSHIP**

46. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club, but such member shall continue to be liable for any moneys due to the Club at the date of their resignation.

### **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

47. 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 disciplinary committee of the Board) 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) At least seven (7) days before the meeting at which any such resolution is passed the member concerned shall have been notified in writing by certified post sent to the member's registered address of the intention of the Board to consider the matter (which notice shall include short particulars of the charge against the member and shall also include short

details of the range of potential penalties if the member is found guilty) and requested to be present at the meeting.

- (b) At the meeting the member shall, before any such resolution is moved, have had an opportunity of presenting in writing or orally any explanation or defence that the member may think fit PROVIDED THAT if the member fails to attend at the time and place specified the matter may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding.
  - (c) If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have had an opportunity to address the Board on the penalty to be imposed.
  - (d) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
  - (e) Any resolution under this Rule shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.
  - (f) The member is notified of the decision of the Board in writing by certified post sent to the member's registered address.
48. Any resolution of the Board or the Club in general meeting as the case may be, pursuant to paragraph (a) shall be final and need not state the grounds, facts or opinions upon which it is based.
49. No member dealt with in accordance with this Rule shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member by reason of such reprimand, suspension or expulsion or any reason of any act or thing arising therefrom or relating thereto.
50. The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
51. Every person ceasing to be a member of the Club whether by resignation, expulsion, death, or neglecting to pay the annual subscription or otherwise, shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.

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

52. 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.
53. 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, 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 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.

54. 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 led 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.
55. 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.
56. 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.
57. 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.
58. 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 their safety if they do 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.
59. An Alcohol Management Operations Register may be maintained (and shall be maintained if required under the Liquor 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 Alcohol Management Operations Register. All reports must be recorded in the Alcohol Management Operations Register as soon as practical after the incident.

## **ADDRESS OF MEMBERS**

60. Every person shall on becoming a member furnish to the Secretary particulars of the member's address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address within the said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

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

61. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
62. Full Member Register. 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.
63. 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.
64. 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.
65. 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 name in the register once. It is an offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
66. 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.

## **VOTES OF MEMBERS**

67. Only the following members shall be entitled to vote at any general meetings of the Club.

- (a) Bowling Members;  
~~(a)(b) Bridge Members; and~~  
~~(b)(c) Life Members.~~

68. Every Member when eligible to vote shall be entitled to vote both on a show of hands or on the taking of a poll and shall have one (1) vote.
69. No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
70. 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.
71. 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.
72. No member shall be entitled to attend or vote at any general meeting of the Club unless that member shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting.

### **SUBSCRIPTIONS AND ENTRANCE FEE**

73. The annual subscription payable by each class of Ordinary Members shall be such amount, not being less than \$2.00, as shall be determined by the Board from time to time.
74. The annual subscriptions shall fall due on the first day of July in each year and shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws.
75. If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and the member may be disqualified from all Club competitions in which the member may be participating.
76. 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.
77. The Board may at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
78. All newly elected members shall be liable for the then current year's subscription, but any person elected to membership after the 1st day of January shall be liable to pay on a pro-rata monthly basis the subscription payable for the then current financial year. If a member is elected to membership during the course of a calendar month, the basis of calculating the subscription payable shall be the first day following the date of the member's election.

79. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee or other fees chargeable to any member under any special circumstances that may arise.

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

80. (a) The Board shall consist of seven (7) Directors who shall comprise a Chairperson, two (2) Deputy-Chairpersons, a Treasurer and three (3) other Directors. The Chairperson will have a casting vote.
- (b) With effect from the Effective Date of the Amalgamation as defined in the MOU for a minimum of one (1) year and up to the conclusion of the second Annual General Meeting of the Club held after the Effective Date of the Amalgamation as defined in the MOU, the Board will comprise:
- (i) four (4) Bridge Members, each of whose nomination is approved by the North Shore Bridge Club Sub-Committee representing the North Shore Bridge Sub-Club;
- (ii) three (3) Bowling Members, each of whose nomination is approved by the Lindfield Rollers Sub-Committee representing the Lindfield Rollers Sub-Club,
- with the Chairperson being a Bowling Member and the Deputy Chairperson being a Bridge Member.
- (c) At all subsequent elections after the expiry of the terms of office of Directors referred to in Rule 80(b):
- (i) at least two (2) Directors must be Bowling Members nominated by members of the Lindfield Rollers Sub-Club; and
- (ii) at least two (2) Directors must be Bridge Members nominated by members of the Bridge Sub-Club,
- and the Chairperson and Deputy Chairperson may be either Bowling Members or Bridge Members.
- (d) If either of the members of the Lindfield Rollers Sub-Club or Bridge Sub-Club fail to nominate at least two (2) Directors who are members of their respective Sub-Clubs, the unfilled positions may be filled by nominations from members of the other Sub-Club.
- (e) A casual vacancy in the office of any Director who is:
- (i) a Bridge Member, must be filled by another Bridge Member approved in writing by the Committee of the North Shore Bridge Sub-Club;
- (ii) a Bowling Member, must be filled by another Bowling Member approved in writing by the Committee of the Lindfield Rollers Sub-Club; and
- (iii) if either the Committee of the Bridge Sub-Club or the Committee of the Lindfield Rollers Sub-Club fails to nominate a member as

Director, then the other Committee may nominate a member their Sub-Club to fill the casual vacancy.

(a)(f) For the purposes of this Rule 80, a reference to a Bowling Member is taken to include a Life Member who is a member of the Lindfield Rollers Sub-Club and a reference to a Bridge Member is taken to include a Life Member who is a member of the Bridge Sub-Club~~The Board shall consist of seven (7) Directors who shall comprise a Chairperson, two (2) Deputy Chairpersons, a Treasurer and three (3) other Directors and the Chairperson will have the casting vote.~~

- 80-81. All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Rules and the Registered Clubs Act, shall be eligible for re-election.
- 81-82. The Board shall be elected annually by the members entitled to vote for the election of the Board as provided in these Rules.
- 82-83. Each member elected or appointed to the Board may 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.
- 83-84. Subject to any restrictions contained in this Constitution, only Bowling Members, Bridge Members and Life Members shall be entitled to be nominated, elected or appointed to the Board~~Only Bowling Members and Life Members shall be entitled to be nominated, elected or appointed to the Board.~~
- 84-85. A member currently under suspension by the Board in accordance with these Rules shall not be eligible to be nominated, elected or appointed to the Board.
- 85-86. A member of the Club who is also an employee of the Club shall not be eligible to be nominated, elected or appointed to the Board.
- 86-87. Subject to the requirements of Rule 80, nominations for election of a Director shall be made in writing signed by two (2) members who are Bowling Members, Bridge Members or Life Members who are members of either the Lindfield Rollers Sub-Club or Bridge Sub-Club, and by the nominee~~Nominations for election of a Director shall be made in writing and signed by two (2) members who are Bowling Members or Life Members and by the nominee who shall signify their consent to the nomination.~~
- 87-88. The nomination shall specify the position on the Board for which the nominee is nominated.
- 88-89. Any eligible member may be nominated for more than one (1) position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be the order appearing in Rule 80.
- 89-90. Nominations shall cease twenty-one (21) days prior to the date of the Annual General Meeting.
- 90-91. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the notice board.
- 91-92. If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to Rule 93, those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be

made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

92-93. If, after the closing of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to Rule 92 thereby eliminate the need for an election for that position then, notwithstanding the provisions of Rule 92, further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.

93-94. The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws or these Rules so provide, a ballot for election of Directors may be conducted at the Club's premises during the specified period immediately preceding the date of the Annual General Meeting or a postal or electronic ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.

94-95. If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible Full Member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.

95-96. The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Rules.

96-97. The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.

97-98. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.

98-99. 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.

99-100. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or the Registered Clubs Act, the office of a Director becomes vacant if the Director:

- (a) 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;
- (b) resigns from office by notice in writing to the Club;
- (c) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
- (d) becomes bankrupt or makes an arrangement or composition with his creditors generally;
- (e) becomes prohibited from being a director of a company by reason of an order made under the Corporations Act;
- (f) ceases to be a member of the Board by operation of Section 228 of the Corporations Act.
- (g) holds an office of profit under the Club;
- (h) ceases to be a member of the Club;
- (i) is directly or indirectly interested in any contract or proposed contract with the Club, provided always that nothing in this paragraph shall affect the operation of Rule 9(p) of this Constitution;
- (j) otherwise becomes ineligible to hold the office of Director pursuant to the Corporations Act; or
- (k) transfers to a class of membership that would disqualify the person from being eligible for appointment to their own office under the provisions of this Constitution following the change of membership class.

~~400.~~101. The Board may at any time appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.

~~404.~~102. 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. Any person so appointed shall hold office during such time only as the Director removed would have held office if such person had not been so removed.

~~402.~~103. The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.

~~403.~~104. 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 Directors' Statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

## HONORARIUM

~~404.~~105. Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such

honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

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

~~405.~~106. 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:

- (a) The terms shall be no more than three (3) years; and
- (b) The person must be an Ordinary Member at the time of, and for the duration of, the appointment; and
- (c) The person is not eligible for reappointment as a special Board member at the end of the term.
- (d) 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.

~~406.~~107. Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

### **BOARD OF DIRECTORS**

#### **(POWERS AND DUTIES)**

~~407.~~108. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Rules, the Corporations Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:

- (a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of the members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of bowls by its members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.

- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration of such persons.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner as the Board may think fit and from time to time vary or realise such investments.
- (i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks and either charged upon all or any of the Club's property both present and future or not so charged. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) 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.
- (k) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary Members who may be admitted to the Club.
- (l) Subject to the Registered Clubs Act, to impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein

contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
- (o) To pay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by a member of the Club or by the Secretary or any other employee, in the course of carrying out their duties in relation to the Club.
- (p) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
  - i Such matters as it is specifically by these Rules empowered to do.
  - ii The general management control and trading activities of the Club.
  - iii The control and management of the Club premises.
  - iv Subject to any then current delegation to a section of the Club, the management and control of play and dress on the greens and other sporting areas and facilities.
  - v The upkeep and control of the greens and other sporting areas and facilities.
  - vi Subject to any then current delegation to a section of the Club, the control and management of all competitions.
  - vii The conduct of members and guests of members.
  - viii The relationship between the members and Club employees.
  - ix Generally all such matters as are commonly the subject matter of Club Rules or By-laws or which by the Memorandum of Association and Constitution, the Corporations Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.

~~108.109.~~ Any By-law made under these Rules shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the notice board.

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

~~109.110.~~ 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.

- ~~440.~~111. 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.
- ~~444.~~112. A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of Rule 111, and their equivalent duties at common law and in equity, in respect of the judgment if they:
- (a) make the judgment in good faith for a proper purpose; and
  - (b) do not have a material personal interest in the subject matter of the judgment; and
  - (c) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (d) rationally believe that the judgment is in the best interests of the Club.
- ~~442.~~113. 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.
- ~~443.~~114. 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.

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

- ~~444.~~115. The Board shall meet at least once in every quarter for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be four (4) members of the Board.
- ~~445.~~116. The Chairperson may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
- ~~446.~~117. Subject to these Rules, 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.
- ~~447.~~118. The Chairperson of the Board shall if present preside at all meetings of the Board, or in the Chairperson's absence or if the Chairperson shall be unwilling to act a Deputy- Chairperson shall preside and in the event of the Chairperson and both Deputy- Chairpersons being absent or unwilling to act the meeting shall elect a member of the Board to be chairperson of the meeting. The chairperson of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
- ~~448.~~119. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a general meeting of the Club.

~~419.~~120. If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

~~420.~~121. For the purposes of the above Rule 120, two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) 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.

~~421.~~122. A reference in Rule 120 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.

~~422.~~123. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

~~423.~~124. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that they have guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

~~424.~~125. Unless the Board determines otherwise, a meeting of the Board may be held at two or more places at the same time 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. A Board member who participates in a meeting via teleconferencing shall be taken to be present at the meeting and to form part of any quorum for the meeting. 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.

## **DISCLOSURE OF DIRECTORS' INTERESTS**

~~425.~~126. Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.

~~426.~~127. 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 is entered into. A Director who 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.

~~427.~~128. 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.

~~428.~~129. 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.

~~429.~~130. 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.

~~430.~~131. The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.

~~434.~~132. 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.

## MEETINGS OF MEMBERS

~~432.~~133. A general meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.

~~433.~~134. All meetings of the general body of members other than Annual General Meetings shall be called Extraordinary General Meetings.

~~434.~~135. 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).

~~435.~~136. 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.

~~436.~~137. A meeting of members must be held for a proper purpose. 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.

- ~~137.~~138. 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.
- ~~138.~~139. 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.
- ~~139.~~140. 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.
- ~~140.~~141. 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.
- ~~141.~~142. 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.
- ~~142.~~143. Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- ~~143.~~144. Every notice convening a general meeting (including the Annual General Meeting) shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Rules, the Corporations Act or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
- ~~144.~~145. 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.
- ~~145.~~146. The period of notice in respect of all general meetings of the Club (including the Annual General Meeting) shall be at least twenty-one (21) clear days before the date fixed for such meeting. Notice shall be given to each member of the Club entitled to attend and vote at such meeting.
- ~~146.~~147. 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.
- ~~147.~~148. 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 members who are Bowling Members, Bridge Members or Life Members shall constitute a quorum at such meeting.
- ~~148.~~149. If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) Where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
- (b) In any other case, the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place, and 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.

149.150. The business of the Annual General Meeting shall be as follows:

- (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
- (b) To receive and consider the reports of the Board.
- (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
- (d) 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.
- (e) To approve honoraria (if any).
- (f) To deal with any 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.

150.151. 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.

151.152. Notice given in accordance with Rule 151 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.

152.153. 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).

- ~~153.~~154. 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.
- ~~154.~~155. 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.
- ~~155.~~156. 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.
- ~~156.~~157. The Chairperson shall preside at all general meetings of the Club. In the Chairperson's absence or if the Chairperson shall be unwilling to act a Deputy-Chairperson shall preside and in the event of the Chairperson and both Deputy-Chairpersons being absent or unwilling to act the members of the Board present shall elect a Director to be chairperson of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairperson of the meeting.
- ~~157.~~158. Every question or motion submitted to a general meeting of the Club shall be decided by a show of hands unless either before or forthwith upon a declaration of the result of the show of hands, a poll is demanded by the chairperson or by at least five (5) members present and entitled to vote. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which the chairperson is entitled as a member.
- ~~158.~~159. At any general meeting unless a poll is demanded as provided in Rule 158, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to 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 the votes recorded in favour of or against such resolution.
- ~~159.~~160. 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 and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as

to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

~~160.~~161. The chairperson of the meeting may with the consent of any general 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.

~~164.~~162. When a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

~~162.~~163. Except as provided by Rule 162, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

~~163.~~164. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken at the meeting forthwith.

## MINUTES

~~164.~~165. The Club must keep minute books in which it records:

- (a) proceedings and resolutions of all general meetings of members; and
- (b) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
- (c) resolutions passed by Directors without a meeting.

~~165.~~166. The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.

~~166.~~167. The Club must keep its minute books at the Club's registered office.

## FINANCIAL YEAR

~~167.~~168. 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.

~~168.~~169. 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.

~~169.~~170. 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.

~~470.~~171. 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.

~~474.~~172. 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.

## **ANNUAL REPORT**

~~472.~~173. In accordance with the Act, the Board shall present to members in a 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.

~~473.~~174. 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.

~~474.~~175. 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.

~~475.~~176. A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.

~~476.~~177. If the Club prepares a financial report or a directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.

~~477.~~178. Annual reports must be sent no later than twenty-one (21) days before the annual general meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

~~478.~~179. In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.

~~179.~~180. The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.

## AUDITORS

~~180.~~181. In accordance with the provisions of the Act, the Club shall either be Audited or carry out an Annual Review.

~~181.~~182. 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 an ordinary resolution 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.

~~182.~~183. 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.

~~183.~~184. The Auditor's duties shall be regulated in accordance with the provisions of the Act.

~~184.~~185. 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

~~185.~~186. 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.

~~186.~~187. The Secretary shall be trained in accordance with the Registered Clubs Act.

## GUESTS

~~187.~~188. 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.

~~188.~~189. 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.

~~189.~~190. Guests shall be required to remain in the reasonable company of the introducing member at all times while on the Club premises and shall not remain on the Club premises any longer than the member.

~~190.~~191. Members shall be responsible for the conduct of any guests they may introduce to the Club.

~~191.~~192. 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 the member 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.

~~192.~~193. 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.

~~193.~~194. 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.

## COMPANY SEAL AND EXECUTION OF DOCUMENTS

~~194.~~195. 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.

~~195.~~196. 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.

~~196.~~197. 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

~~197.~~198. Any notice in writing may be given by the Club to a member either:

- (a) personally;
- (b) by sending it by post to the address for the member in the Register of Members; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

~~198.~~199. 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 by the member at any time.

~~199.~~200. 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.

~~200.~~201. A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.

~~201.~~202. 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

~~202.~~203. The board shall determine whether and to what extent, and at what time and place 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 in a General Meeting.

## OFFICERS ETC. - INDEMNITY AND INSURANCES

~~203.~~204. 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 them in their capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted in connection with any application under the Act in which relief is under the Act granted to them by the Court in respect of any negligence, default, breach of any duty or trust.

~~204.~~205. 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.

205-206. Any person who is or has been an officer (as defined in Section 241(4) of the Corporations Act), an auditor or a member of a committee or subcommittee of the Club may, if the Board so determines, be indemnified out of the property of the Club against a liability to another person, other than the Club or a related body corporate (as that term is defined in the Corporations Act) of the Club, incurred by that person as such officer, auditor, committee member or subcommittee member, where such liability:

- (a) Is not a liability arising out of conduct involving a lack of good faith, and
- (b) Is incurred on or after 15 April 1994.

206-207. A person who is or has been an officer (as defined in Section 241(4) of the Corporations Act) an auditor or a member of a committee or sub-committee of the Club may, if the Board so determines, be indemnified out of the property of the Club against a liability for costs and expenses incurred by the person as such officer, auditor, committee member or sub-committee member:

- (a) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) In connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

207-208. The Club may pay a premium in respect of a contract insuring a person who is or has been an officer (as defined in Section 241(4) of the Corporations Act) or auditor of the Club against a liability incurred by the person as such an officer or auditor being a liability not arising out of conduct involving:

- (a) A wilful breach of duty in relation to the Club; or
- (b) Without limiting (a) above, a contravention of Section 232(5) or Section 232(6) of the Corporations Act.

208-209. The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241(4) of the Corporations Act), an auditor or a member of a committee or sub-committee of the Club against a liability for costs and expenses incurred by the person as such officer, auditor, committee member or subcommittee member in defending proceedings, whether civil or criminal and whatever the outcome.

## **BOWLS AND OTHER SPORTS SECTIONS OF THE CLUB**

209-210. Subject to such reasonable conditions as the Board may determine, the Board shall permit the members of the Club to form sections within the Club for the purpose of organising and supervising the playing of the game of lawn bowls and of other sports by members of the Club.

210-211. The Club shall keep and maintain in first class condition such number of bowling greens as may be required from time to time.

## CONSTITUTION

- 211-212. 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 entitled to vote on the special resolution.
- 212-213. 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.
- 213-214. 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.
- 214-215. The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- 215-216. 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.
- 216-217. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

## DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

- 217-218. 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.
- 218-219. 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.
- 219-220. 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.

220-221. 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.

221-222. Rule 221 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 Rule applies.

222-223. It shall be the duty of a member of the Board or a top executive to declare the nature of his 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.

223-224. 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.

224-225. Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Rules 220 and 222 are not contravened.

225-226. 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 Rules 220 and 221 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.

226-227. 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.

227-228. 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.

228-229. 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.

229-230. 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.

230-231. The Club shall not lend money to a member of the Board of the Club.

231-232. The Club shall not lend money to an employee of the Club unless:

- (a) 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

(b) The proposed loan has first been approved by the Board of the Club.

232-233. Rule 232 (a) and (b) 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.

233-234. 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.

## **CLUB OPERATION**

234-235. 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.

235-236. 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.

236-237. The Club must not dispose of any core property of the Club unless:

- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act 2003; 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.

237-238. 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).

238-239. 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.