



# Constitution

**Version 13 – 16 October 2022**

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## NAME AND REGISTERED OFFICE

1. The name of the Company is the "Maitland City Bowls, Sports and Recreation Club Limited" (hereinafter called "the Club").

The registered office of the Club will be situated at 14 Arthur Street, Rutherford or such other place within the State of New South Wales as the Board of the Club may determine from time to time.

## DEFINITIONS

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

**"Authority"** means the Independent Liquor and Gaming Authority constituted under the Gaming and Liquor Administration Act 2007 (NSW);

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

**"Biennial General Meeting"** means the Annual General Meeting held in the year 2009 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and a new Board is declared elected or to be elected as the case may be.

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

**"Chief Executive Officer"** means a person approved by the Authority under section 33 of the Registered Clubs Act to act as secretary of the Club.

**"the Club"** means the Maitland City Bowls, Sports and Recreation Club Limited.

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

**"Constitution"** means and includes these Rules.

**"Employee"** means any person(s) employed by the Club and is paid in accordance with:-

- o any State or Federal award
- o by way of negotiated contract
- o or receives remuneration, of any kind from the Club, for services rendered except where that remuneration is by way of an honorarium which has been duly approved by the Members at an Annual General Meeting.

**"Financial member"** means any member who has paid all money payable by him or her to the Club, including his or her annual subscription, or in respect of whom there is no such money outstanding after the due date of payment.

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

**“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

**“General Meeting”** includes any General Meeting and Annual General Meeting.

**“Honorarium”** means a payment given for services that are rendered nominally without charge.

**“In writing”** and **“written”** include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

**“Liquor Act”** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

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

**“month”** except where otherwise provided in this Constitution means calendar month.

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

**“Officer”** includes any member of the Board, but does not include the Auditor.

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

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

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

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

**“Special Resolution”** has the meaning ascribed thereto by the Act and is a resolution of the Club that:

- (i) is passed at a meeting of the Club, being a meeting of which at least twenty-one (21) days' written notice specifying the intention to propose a resolution as a Special Resolution has been duly given; and
- (ii) is passed at a meeting of the Club referred to in (i) above by a majority of at least three-quarters of such members of the Club as, being entitled to do so, vote in person at the meeting.

**“Top Executive”** means

- a) the Chief Executive Officer;
- b) a Manager;

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

## INTERPRETATION

- 3. A decision of the board on the construction or interpretation of this Constitution, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising there from, shall be conclusive and binding on all members of the Club subject to such construction or interpretation being varied or revised by the Supreme Court of New South Wales.
- 4. In relation to a requirement in this Constitution for a person to "be present" then that person satisfies such requirements in relation to meetings and voting at such meetings being held by electronic means pursuant to the other rules of this Constitution if they attend or vote, as the case may be, electronically in a manner as permitted by such meeting and its associated voting method.
- 4A. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing and reproducing words in a visible form in the English language.

## PRELIMINARY

- 5. Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 6. The Club is established for the purposes set out in this Constitution.
- 7. (a) The Club shall be a non-proprietary company.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for a 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.
- (d) The Chief Executive Officer or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under this Constitution or the Rules of the Club or otherwise to receive directly or indirectly

any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club or in relation to the keeping or operation of Gaming Machines.

8. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- (b) Any profit or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
9. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) subject to Section 2(b) of Section 73 of the *Gaming Machines Act*, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (e) subject to sub-section (ii) of Section 74 of the *Gaming Machines Act*, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (f) All of the rules deemed to apply to the Club by section 30 of the Registered Clubs Act apply.
- (g) The membership of the Board must not exceed the maximum number of persons permitted by Section 10(k1) of the Registered Clubs Act.
- (h) The Club must comply with the reporting requirements imposed on the Club under section 38 of the Registered Clubs Act (including requirements relating to the financial statements and accounts of the Club and the information to be disclosed by the Club).
- (i) The Club must comply with the accountability, disposal of property and termination of contracts requirements imposed on the Club by Part 4A of the Registered Clubs Act including without limitation the requirements of the Registered Clubs Accountability Code.

## OBJECTS

10. The objects for which the Club is established are:-
  - (a) To provide the bowling greens, courts and grounds at or near Rutherford in the State of New South Wales and to lay out, prepare, construct and maintain such greens, courts and grounds for bowling and other purposes of the Club and to

provide, construct, alter and maintain Clubhouses, pavilions and other conveniences in connection herewith.

- (b) To promote and conduct the game of bowls and such other sports, games, amusements and entertainments, pastimes and recreation indoor and outdoor as the Club shall deem expedient.
- (c) To hold or arrange bowling and other matches, competitions and tournaments and to provide or contribute towards the provision of prizes, trophies, awards and distinctions. Provided that no members of the Club shall receive any prize trophy, award or distinction except as a successful competitor at any match, competition or tournament held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match, competition or tournament may be awarded to him or her.
- (d) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are all together or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.
- (e) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club's premises or grounds.
- (f) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To appoint, employ, remove and suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction,

improvement, maintenance, development, working, management, carrying out, alterations or control thereof.

- (k) To promote and hold either alone or jointly with any other association club or persons, meetings, competitions and matches for the playing of bowls or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club shall receive any prize reward or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match sporting event, trial or competition may be awarded to him or her.
- (l) To establish promote or assist in establishing or promoting and to subscribe to or become a member of any other associations or clubs whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or Club out of the funds of the Club except bona fide in furtherance of the objects of the Club.
- (m) To take part or assist in the promotion or control of the game of bowls or any other sports or pastimes and to arrange for the representation of the Club or any Club established maintained conducted or carried on by the Club in conjunction with any corporation or body concerned with the promotion or control of bowls or any other sports or pastimes, provided that the Club shall not subscribe to or support with its funds any Club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 11 of this Constitution.
- (n) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (o) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayments of performances of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (p) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (q) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club, subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (r) To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (s) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph (f) of this Rule.



- (t) To take any steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise.
  - (u) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
  - (v) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects all together or in part similar to those 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 that imposed upon the Club under or by virtue of this Constitution.
  - (w) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the companies, institutions, societies or associations which with the Club is authorised to amalgamate.
  - (x) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
  - (y) To make donations for patriotic or charitable purposes.
  - (z) To transact any lawful business in the aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
  - (aa) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of powers of the Club.
11. The income and property of the Club howsoever 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 by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable or proper remuneration to any officer or servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding interest at a rate for the time being charged by Bankers in Maitland for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Club; but so that no member of the governing body of the Club, shall be appointed to any salaried office of the Club, or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the governing body except for the repayment of out-of-pocket expenses, payment of approved Honorariums and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided further that the provision last aforesaid shall not apply to any payment to any company of which any member of the Board may be a member and such member shall not be bound to account for any share or profits he or she may receive in respect of such payment. Provided always that nothing in this clause contained shall, or shall be deemed, to prohibit the payment of a sum of money to a member of the Board or of any committee of the Club in respect of his services as such member subject to the requirements of the Registered Clubs Act 1976 and to the extent permissible thereunder.

## WINDING UP

12. The liability of the members is limited.
13. Every member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Club, contracted before the time at which he or she ceases to be a member and of the costs charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Twenty Dollars (\$20.00).
14. If upon the winding up or dissolution of the Club, there remains after 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 11 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

## MEMBERSHIP

15. The number of full members having the right to vote in the election of the Board shall at all times exceed 25% of the number of full members of the Club.
16. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
17. No person under the age of eighteen (18) shall be admitted as a member of the Club other than as a Junior member.
18. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club.
19. Subject to this Constitution the Board may from time to time by way of By Law define or limit the rights and privileges of each category of membership.
20. All classes of membership are open to both sexes.
21. Unless and until otherwise determined by the Board, the classes of membership are:
  - (a) Voting members;
  - (b) Premium Social members;
  - (c) Social members;
  - (d) Junior members;
  - (e) Life members;
  - (f) Honorary members;
  - (g) Temporary members; and

- (h) Provisional members.

#### ELIGIBILITY FOR ORDINARY MEMBERSHIP

22. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:

(a) **Voting member**

- (i) Any person who has attained the age of eighteen (18) years and who satisfies the Board that he or she is a member of Bowls New South Wales and who has been elected as a Voting member and paid the applicable entrance fee and annual subscription.
- (ii) Any person who is listed as a Voting member in the Register of Members at the date of the Special Resolution adopting this Constitution will remain in that category of Voting membership.

(b) **Premium Social member**

A Premium Social member shall be any person who:

- (i) was a Voting Member at the date of the Special Resolution adopting this Rule but who does not satisfy the qualification set out in Rule 22(a)(i); and
- (ii) has attained the age of eighteen (18) years and who has been elected as a Premium Social member and paid the applicable entrance fee and annual subscription.

(c) **Social member**

- (i) Any person who has attained the age of eighteen (18) years and who has been elected as a Social member and paid the applicable entrance fee and annual subscription.
- (ii) Any person who is listed as a Social member in the Register of Members at the date of the Special Resolution adopting this Constitution will remain in the category of Social membership.

(d) **Junior member**

- (i) Any person who has not attained the age of eighteen (18) years but who satisfies the Board that he or she will, if elected to membership take an active part on a regular basis in the sporting activities organised by the Club may be admitted to Junior membership of the Club:
- (ii) Junior members must take an active part in the sporting activities of the Club or a sporting section of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
- (iii) Junior members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of

the Registered Clubs Act, 1976 is in force but shall not be served with or consume alcohol in the Club.

- (iv) Junior members shall pay such annual subscription.
- (v) No person may be elected to Junior membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior member of the Club and taking an active part in the sporting activities of the Club.

#### LIFE MEMBERS

- 23. (a) Any member who has in consideration of long and meritorious service to the Club or for any other commendable reason and who has been elected as such by a 75% majority of the members of the Club present and voting at a General Meeting of the Club shall be entitled to be elected as a Life member of the Club.
- (b) Nominations for Life members shall be made in writing by two (2) Voting, Premium Social or Life members and notice thereof must be given with the notice convening the General Meeting to consider the Life membership nomination.
- (c) The Board must first approve any nomination for Life membership before it is submitted to the members in General Meeting for consideration.
- (d) A person elected as a Life member shall be relieved from payment of any subscription or levies, but shall have all the rights and privileges of Voting membership.

#### RIGHTS OF MEMBERS

- 24. Subject to Rule 51, Life members, Financial Voting members and Financial Premium Social members shall be entitled to attend and to vote at all General Meetings of the Club, to nominate for and be elected to hold any office on the Board of the Club, to vote in the election of the Board of the Club and to vote on any Resolution including any Special Resolution to amend this Constitution.

Social members shall be entitled to the social privileges and advantages of the Club and shall be entitled to vote in the election of the Board of the Club but shall otherwise not be entitled to attend and vote at any General Meeting of the Club.

Junior members shall be entitled to such of the playing privileges and to the use of such other facilities of the Club as the Board shall determine from time to time but shall not be entitled to attend and/or vote at General Meetings of the Club nor vote in the election of the Board of the Club.

- 25. Each member who is entitled to vote has one vote, but cannot vote by proxy.
- 26. The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.

#### HONORARY MEMBERS

- 27. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (i) the patron or patrons for the time being of the Club;

- (ii) any prominent citizen or local dignitary visiting the Club;
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member but Honorary members who are not Full members of the Club shall be entitled to only the social facilities and amenities of the Club and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
  - (i) the name in full and surname and initials of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the date on which Honorary membership is conferred;
  - (iv) the date on which Honorary membership is to cease.

### TEMPORARY MEMBERS

28. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of five (5) kilometres from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
  - (b) A full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
  - (e) Any person who because of an exception proscribed or provided for by the Registered Clubs Act from time to time may be a temporary member.
29. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
  - (c) Temporary members are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and, subject to Rule 48, to introduce guests into the Club.
  - (d) The Chief Executive Officer or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;

- (e) Subject to Rule 28(c) no person under the age of 18 years may be admitted as a temporary member of the Club;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 28(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
  - (i) the name in full and surname and initials of the Temporary member;
  - (ii) the residential address of the Temporary member;
  - (iii) the date on which Temporary membership is granted;
  - (iv) the signature of the Temporary member.

### PROVISIONAL MEMBERSHIP

- 30. A person who has lodged with the Chief Executive Officer a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 31. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Chief Executive Officer or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- 32. Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests to the Club if the Provisional member is an applicant for the class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

### ABSENTEE LIST

- 33. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

### ELECTION OF MEMBERS

- 34. (a) A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed Election committee of the Club.
- (b) The names of the members present and voting at that meeting are to be recorded by the Chief Executive Officer of the Club.
- (c) The Board may reject any application for membership without assigning any reason for such rejection.

35. (a) Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (i) the full name of the applicant;
  - (ii) the residential address of the applicant;
  - (iii) the date of birth and the age of the applicant;
  - (iv) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
  - (v) the signature of the applicant and in the case of a Junior member, the signature of the parent or guardian of the applicant;
  - (vi) such other particulars as may be prescribed by the Board from time to time.
- (b) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription;
  - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Chief Executive Officer.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 35(c) and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- (e) The full name of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven (7) days.
- (f) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
36. (a) Upon a person being elected to membership by a simple majority of members of the Board who are present and who vote at the meeting the Club shall not be required to notify the person that they have been elected to membership.
- (b) A copy of the Constitution of the Club shall be supplied to a member on request being made to the Chief Executive Officer of the Club and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act or the Board.
- (c) If a person's application for membership is rejected by the Board he or she shall be notified by the Chief Executive Officer and all monies paid by him or her as an entrance fee or annual subscription shall be returned to that person.

## TRANSFER OF MEMBERSHIP

37. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership in which the transfer takes place.

## ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

38. Entrance fees, subscriptions and other payments payable by members of the Club and the time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be such as the Board may from time to time prescribe.
39. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.
40. (a) The annual subscription shall become due and payable on the first day of July in each year.
- (b) If such subscription shall be unpaid on the due day, the defaulting member may be debarred or suspended from all privileges of membership and he or she may be disqualified from all Club competitions in which he or she may be participating.
41. (a) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 40 may re-apply for membership in accordance with this Constitution. The Board may at its discretion waive any entrance fee for any person who has made application to join the Club who has previously been a Full member of the Club.
- (b) Any Ordinary member who is suspended from membership of the Club for a period shall, during such period, be liable for payment of any fee for membership of the Club which falls due during the period of suspension.
- 41A. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a sub club;
- (e) vote in the election of the Board or any committee of a sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any sub-club;



- (g) propose, second or nominate any eligible member for Life membership.

#### **PATRONS**

- 42. The members at a general meeting may appoint one or more patrons from time to time upon recommendation being made by the Board to the meeting and any patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club provided that if the new patron is already a Full member of the Club he or she shall also be entitled to exercise all the privileges and advantages of such membership.

#### **ADDRESSES OF MEMBERS**

- 43. Members shall advise the Chief Executive Officer of the Club of any change in their address within seven (7) days of their change in address.

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

- 44. The Club shall keep the following registers:
  - (a) A register of persons who are Full members of the Club in accordance with the requirements of the Registered Clubs Act.
  - (b) A register of persons who are Honorary members which shall be kept in accordance with the requirements of the Registered Clubs Act.
  - (c) a register of persons who are Temporary members other than Temporary members referred to in Rule 28(c) which shall be kept in accordance with the requirements of the Registered Clubs Act.
  - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with the requirements of the Registered Clubs Act.

#### **DISCIPLINARY PROCEEDINGS**

- 45. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of this Constitution or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have the power to reprimand, fine suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the Register of Members that the person has ceased to be a member of the Club provided that:
  - (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date, time, place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
  - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.

- (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
  - (iv) The voting by the members of the Board present at such meeting shall be as determined by the Board and no motion by the Board to reprimand, fine, suspend (including the period of suspension) or expel a member shall be deemed to be passed unless a majority of the members of the Board present vote in favour of such motion.
  - (v) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty but only if the member has attended the meeting and is still on the Club's premises.
  - (vi) Provided the member has attended the meeting and is still on the Club's premises, the member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
  - (vii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 45 the Board by resolution or the Chief Executive Officer (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In accordance to section 77 of the Liquor Act the Chief Executive Officer or subject to paragraph (d) of this Rule 45 an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
  - (iii) whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Liquor Act or the Registered Clubs Act; or
  - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
  - (v) who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer suspects of being a prohibited drug or prohibited plant; or
  - (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises which is smoke-free; or

- (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (d) If pursuant to Rule 45(c), a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or (subject to Rule 45(g)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (e) Without limiting Rule 45(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(c)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (f) Without limiting Rule 45(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 45(c)(i), the person must not:
  - i. remain in the vicinity of the Club; or
  - ii. re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out. (d)
- (g) Without limiting the provisions of Section 77 of the Liquor Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
  - (i) in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; and
  - (ii) Any employee authorised by the Chief Executive Officer to exercise such power.
- (h) The Chief Executive Officer or employee of the Club who exercised the power referred to in paragraph (c) of this Rule shall make a written report to the Board of the circumstances of the refusal to admit and/or the removal of the person (including a member) as soon as possible after the exercise of such power.
- (i) Any member suspended pursuant to paragraphs (a), (b) or (c) of this Rule 45 shall during the period of such suspension not be entitled to:
  - (i) attend at the premises of the Club for any purpose without the permission of the Committee;
  - (ii) participate in any of the social or sporting activities of the Club or any sub-club of the Club;
  - (iii) attend or vote at any meeting of the Club;
  - (iv) nominate or be elected or appointed to the Board or to any Committee of any sub-club;
  - (v) propose, second or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any person for membership of the Club;
  - (vii) propose, second or nominate any eligible member for Life membership.

## RESIGNATION AND CESSATION OF MEMBERSHIP

46. (a) A member may at any time by giving notice in writing to the Chief Executive Officer resign from his or her membership of the Club.
- (b) The resignation shall take effect from the date on which it is received by the Chief Executive Officer and the member will not be entitled to any refund of membership fees or any part thereof.
- (c) The member shall continue to be liable for all arrears due and payable to the Club at the date of resignation and also liable for any contribution which may be required pursuant to Rule 13 of this Constitution.

## GUESTS

47. (a) Subject at all times to paragraph (j) below, all members other than Junior members and Temporary members (except in the case of minors) shall have the privilege of introducing guests of the Club.
- (b) On each day a member first brings a guest into the Club that member shall enter in the Register of Guests (except in the case of a minor) the name and address of the guest and that member shall countersign that entry.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (d) No member shall introduce any person as a guest who has been suspended from the Club pursuant to Rule 45, who has been expelled from the Club pursuant to Rule 45 or who has been refused admission to or been turned out of the Club pursuant to Rule 45.
- (e) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (f) The Board shall have power to make/amend By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (g) 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.
- (h) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (i) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) The Chief Executive Officer, or the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) any time without notice and without being required to give a reason, who has been expelled from the Club pursuant to Rule 45 or who has been refused admission to or been turned out of the Club pursuant to Rule 45.
48. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:

- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
  - (b) who does not remain on the Club premises any longer than that Temporary member;
  - (c) in relation to whom the member is a responsible adult.
49. For the purposes of Rule 48, "responsible adult" means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
  - (b) the minor's spouse or de facto partner;
  - (c) for the time being, standing in as the parent of the minor.

### BOARD OF DIRECTORS

50. (a) (i) Subject to Rule 50(a)(ii), the Board shall consist of seven (7) directors who shall comprise a Chairperson, Deputy Chairperson, Treasurer and four (4) Ordinary directors. The Board shall be elected biennially (that is, every two years).
- (ii) The Board may appoint up to two (2) persons to be members of the Board in addition to the seven (7) directors referred to in Rule 50(a)(i) pursuant to the Registered Clubs Act and Registered Clubs Regulations.
- (iii) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of any person appointed to the Board pursuant to Rule 50(a)(ii).
- (iv) *Any person appointed by the Board to be a director pursuant to Rule 50(a)(ii) only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member for a specific period of time before being appointed to the Board.*
- (b) The Chairperson, Deputy Chairperson, and at least two (2) other Board members must be registered bowlers with the Royal New South Wales Bowling Association Inc. or the New South Wales Women's Bowling Association Inc at the time of nomination for the positions detailed and remain said financial members of the Royal New South Wales Bowling Association Inc., or the New South Wales Women's Bowling Association Inc, for the duration of their tenure until the date of installation of the next duly elected board.
- (c) A director may be re-elected at the end of a term of office.
- 50(A) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
51. Only Voting members, Premium Social members and Life members who have been members of the Club for the twenty five (25) calendar months immediately preceding the date on which they are elected or appointed to the Board, excluding any person who satisfies the definition of employee, or who is currently under suspension and/or not a financial member, shall be eligible to take part in the management of the Club and to stand for or be elected or appointed to the Board.

52. No member under suspension shall be elected to office or perform duties as holder of an office or member of any committee of the Club while he or she remains unfinancial or during a period of such suspension.
53. The election of members to the position of office-bearers and other Directors shall take place in the following manner:
- (a) Any two (2) full members of the Club excluding any person(s) who satisfy the definition of employee, or who is currently under suspension and/or not a financial member, by nominating any Life member, Voting member or Premium Social member who satisfies the requirements of Rule 51 and 50(b) excluding any person who satisfies the definition of employee, to serve as an office-bearer or other Director.
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Chief Executive Officer at least twenty-one (21) days before the Biennial General Meeting. A nomination can be withdrawn at any time up until nominations close by written notice of the withdrawal of nomination being given to the Chief Executive Officer prior to nominations closing. A nomination cannot be withdrawn after the date nominations close.
  - (c) A list of the candidates' names, in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Club for at least fourteen (14) days immediately preceding the Biennial General Meeting.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only, the order of which will be decided by a "draw from the hat". Each member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - (e) In case there shall not be a sufficient number of candidates nominated, the committee may fill up the remaining vacancy or vacancies.
  - (f) The election of Directors to fill the position vacant on the Board shall be conducted at the Biennial General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT if the By-laws or this Constitution so provide, a ballot for the election of Directors may be conducted at the Club's premises during the period of fourteen (14) days immediately preceding the date of the Biennial General Meeting or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Biennial General Meeting.
54. The members of the Board holding office at the date of the resolution adopting this Constitution shall, subject to this Constitution, hold office until the conclusion of the first Annual General Meeting to be held after the date of the resolution adopting this Constitution when they shall retire but shall, subject to this Constitution, be eligible for re-election.
55. (a) No member of the Club shall issue or distribute within the premises or the surrounding precincts of the Club premises any written material advocating either for or against the election of any candidate or candidates for the Board of the Club.
- (b) Any breach of paragraph (a) of this Rule 55 shall be deemed to be conduct prejudicial to the interests of the Club for the purposes of Rule 45.

56. The Board may from time to time make/amend such By-laws not inconsistent with this Constitution as it thinks necessary for the conduct of any election and all matters in connection therewith.

## POWERS OF THE BOARD

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

58. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairperson shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
- (b) To make such By-Laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
  - (i) such matters as the Board if specifically by this Constitution empowered to regulate by By-Law.
  - (ii) the general management control and trading activities of the Club.
  - (iii) the control and management of the Club premises.
  - (iv) the management and control of play and dress on the bowling greens and all other amenities of the Club
  - (v) the upkeep and control of the bowling greens and all other amenities of the Club.
  - (vi) the conduct of members and their guests.
  - (vii) the privileges to be enjoyed by each category of members.
  - (viii) the relationship between members and Club employees.
  - (ix) the method and means of holding virtual and electronic meetings including how any voting at such meetings may occur.
  - (x) the method and means of sending documents in electronic form by electronic communication.

- (xi) generally, all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (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 contract or engagement entered into by the Club by Mortgaging or charging all or any of the property of the Club as may be thought fit.
- (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 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 upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell, exchange or otherwise dispose of any furniture fittings, equipment, plant or other goods or chattels, and any land or buildings belonging to the Club and to lease any property of the Club, and to exchange or sell any of the lands, buildings or any property or rights to which the Club may be entitled from time to time subject to the requirements of the Registered Clubs Act and Liquor Act.
- (k) (i) To appoint, discharge and arrange the duties and powers of the Chief Executive Officer and to determine the remuneration and terms of employment of such Chief Executive Officer and to specify and define his or her duties.  
  
(ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may



delegate these powers (or any of them) to the Chief Executive Officer of the Club from time to time.

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
  
- (m)
  - (i) To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  
  - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
  
  - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
  
  - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Chief Executive Officer at the Club's office for inspection by or on behalf of the Board.
  
  - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a General Meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
  
  - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
  
- (n) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or any amenity or facility thereon contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

- (o) To recommend the amount of Honorarium or allowance payable to any person and subject to approval by a General Meeting to pay such Honorarium or allowance provided that no salary, allowance or fee other than an Honorarium approved in accordance with the provisions of the Registered Clubs Act shall be paid to any Director or member of the Board except repayment of out-of-pocket expenses and interest on loans.
59. Any By-law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

#### PROCEEDINGS OF THE BOARD

- 60. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but not less than each quarter, being each period of 3 months ending 31 March, 30 June, 30 September or 31 December, as required by the Registered Clubs Act for the transaction of business;
  - (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
61. The Board may adjourn and otherwise regulate its meetings as it thinks fit, and may determine a quorum necessary for the transaction of the business and unless so determined, the quorum shall be four (4) members of the Board.
62. The Chairperson of the Board shall if present preside at all meetings of the Board.
63. In his or her absence or if he or she shall be unwilling or unable to act, then the Deputy Chairperson shall act as Chairperson.
64. If the Deputy Chairperson is absent or unwilling or unable to act then the Board Members present may elect their own Chairperson.
65. A Director may at any time summon a meeting of the Board.
66. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board.
67. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
68. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
69. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

70. A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.
71. A meeting of the Board may be called or held using any technology consented to by all the directors but only if a person that speaks at the meeting can be heard by the other persons attending and the directors attending, as a whole, have a reasonable opportunity to participate in the meeting. Such consent must be given prior to any such meeting for each and every meeting. A director may only withdraw his or her consent within a reasonable period before the meeting. The Board may allow for directors to vote at such meetings in person or by electronic means.

#### DIRECTORS' INTERESTS AND PROHIBITION ON DIRECTORS WITH MATERIAL INTERESTS FROM VOTING

72. Any Director, Top Executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the Director, Top Executive, or employee:
- (i) any material personal interest that the Director has in a matter relating to the affairs of the Club;
  - (ii) any personal or financial interest of the Director or Top Executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (iii) any financial interest of the Director or Top Executive in a hotel situated within 40 kilometres of the Club's premises;
  - (iv) any gift (including money, hospitality, or discounts) valued at \$1,000 or more, or any remuneration of an amount of \$1,000 or more, received by the Director, Top Executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club; and
  - (v) any other matters required to be disclosed by the Director, Top Executive or an employee of the Club under the Registered Clubs Act or the Corporations Act.
73. Subject to Rule 72, a Director, Top Executive or employee must disclose any matter required to be disclosed by Rule 72 above within 21 days after the Director, Top Executive or employee becomes aware of the matter by providing written notice of the same to the Chief Executive Officer.
74. The Chief Executive Officer must upon receipt of any disclosure made by a Director, Top Executive or employee pursuant to Rule 73 above forward such disclosure to all other Directors of the Club and the Board must at the next meeting of the Board table such disclosure and record it in the minutes of the Board meeting.
75. The Club must keep a register, in an approved form, containing details of the disclosures to the Club made pursuant to Rule 72 and pursuant to the requirements of the Registered Clubs Accountability Code.
76. A notice of a material personal interest must set out:
- (i) the nature and extent of the interest; and
  - (ii) the relation of the interest to the affairs of the Club.

77. In accordance with Section 195 of the Act a Director who has a material personal interest in a matter that is being considered at a Board meeting must not:
- (a) vote on the matter at a meeting; or
  - (b) be present while the matter is being considered at the meeting, and accordingly will not count for the purposes of determining whether there is a quorum unless, and only to the extent that, an exception is applicable as permitted by Section 195 of the Act.

unless an exception is applicable as permitted by Section 195 of the Act.

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

#### CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

79. (a) Subject to Rules 80 and 81, the Club must not enter into:
- (i) a contract with a company in which a Director or Top Executive of the Club has a pecuniary interest; or
  - (ii) a contract with a Director or Top Executive of the Club

unless the proposed contract is first approved by the Board of the Club.

- (b) A "pecuniary interest" in a company for the purposes of Rule 79(a) has the definition given to it by the Registered Club Accountability Code.

#### CONTRACTS WITH CHIEF EXECUTIVE OFFICER AND MANAGERS

80. (a) Subject to paragraph (b) of this Rule 80, the Club must not enter into a contract with:
- i. the Chief Executive Officer or a Manager of the Club; or
  - ii. any close relative (as defined in the Registered Clubs Accountability Code) of the Chief Executive Officer or a Manager of the Club;
  - iii. any company or other body in which the Chief Executive Officer or a Manager of the Club or a close relative of the Chief Executive Officer or a Manager of the Club has a controlling interest (as defined in the Registered Clubs Accountability Code);
- (b) Paragraph (a) of this Rule 80 does not prevent the Club entering into a contract with any of the above persons which is:
- i. a contract of employment as permitted by the Registered Clubs Act; or
  - ii. a result of an open tender process conducted by the Club; or
  - iii. otherwise permitted by the Registered Clubs Act.

#### EMPLOYMENT CONTRACTS WITH TOP EXECUTIVES

81. The Club must ensure that each Top Executive of the Club enters into a contract of employment in writing with the Club that deals with the following:
- (a) the Top Executive's terms of employment; and

- (b) the roles and responsibilities of the Top Executive;
- (c) the remuneration (including fees for service) of the Top Executive;
- (d) the termination of the Top Executive's employment.

82. Contracts of employment with Top Executives:

- (a) will not have any effect until they are approved by the Board; and
- (b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### VACANCIES ON THE BOARD

83. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Sections 203D and 203E of the Act shall be followed in relation to that meeting

84. The office of a member of the Board shall automatically be vacated:

- (a) If he or she is disqualified for any reason referred to in Sections 201B or 206B of the Act.
- (b) If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- (d) If by notice in writing given to the Chief Executive Officer he or she resigns from office as a director.
- (e) If he or she becomes prohibited from being a member of the Board by reason of any order made under the Act, the Liquor Act or the Registered Clubs Act.
- (f) If he or she ceases to be a member of the Club.
- (g) If he or she becomes an employee of the Club.
- (h) If he or she fails to complete the mandatory training requirements for directors referred to in Rule 50A within the prescribed period (unless exempted).

85. The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy.

85A. The member so appointed will hold office only until the conclusion of the next Biennial General Meeting after his or her appointment.

#### GENERAL MEETING

86. When a General Meeting is called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the

Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.

87. (a) The Board may whenever it considers fit call and arrange to hold a General Meeting of the Club.
- (b) The Board will when calling a General Meeting of the Club determine whether the General Meeting is to be held:
- (i) at one or more physical venues; or
  - (ii) at one or more physical venues and using virtual meeting technology; or
  - (iii) using virtual meeting technology only.
- (c) The Board must call and arrange to hold a General Meeting of the Club on the request of members with at least five (5%) of the votes that may be cast at the general meeting.
- (d) The request must:
- (i) be in writing; and
  - (ii) state any resolution to be proposed at the meeting;
  - (iii) be signed by the members making the request;
  - (iv) be given to the Club.
- (e) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (f) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (g) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a General Meeting if the Board do not do so within 21 days after the request is given to the Club.
- (h) The meeting referred to in paragraph (g) of this Rule 87 must be called in the same way - so far as is possible - in which General Meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- (i) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
- (j) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 87. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an Honorarium) of the director.
88. (a) At least 21 days notice must be given of the Annual General Meeting and of any General Meeting of the members of the Club.
- (b) A notice of a General Meeting of the Club's members must:

- (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) The place at which a General Meeting of the Club is held is taken to be:
- (i) if the General Meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
  - (ii) if the General Meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
  - (iii) if the General Meeting is held using virtual meeting technology only—the registered office of the Club.
- (d) The time at which the General Meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with Rule 88(c).
- (e) Notice of the date, 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.
- (f) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.
- (g) A member who attends the general meeting of the Club (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.
- (h) Any General Meeting of the Club must give the members entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting.
- (i) Without limiting the scope of subsection Rule 88(h), the effects of that sub-rule include that:
- a. The General Meeting of the Club must be held at a time that is reasonable at:
    - i. if the General Meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology)—that physical venue; or
    - ii. if the General Meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology)—the main physical venue of the meeting as set out in the notice of the meeting; or
    - iii. if the General Meeting of the Club is held using virtual meeting technology only—a physical venue at which it would be reasonable to hold the meeting.
  - b. If the General Meeting of the Club is held at only one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue.
  - c. If the General Meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), it must be

reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting.

- d. If the General Meeting of the Club is held at more than one physical venue (whether or not it is also held using virtual meeting technology), the technology used to hold the meeting at more than one physical venue must be reasonable.
- e. If the General Meeting of the Club is held using virtual meeting technology (whether or not it is held at one or more physical venues), that virtual meeting technology must:
  - i. be reasonable; and
  - ii. allow the members who are entitled to attend the General Meeting of the Club, and do attend the General Meeting of the Club using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments.

89. (a) The chair of a General Meeting. Including the Annual General Meeting, may refuse admission to (or turn out), anyone who is not entitled under this Constitution to be at that meeting and also turn out any member if they:

- (i) seek to activate an audio or visual recording device or have a camera, tape recorder or video camera or other audio or visual recording device;
- (ii) have a placard or banner;
- (iii) have any article which the chair considers to be dangerous, offensive or liable to cause disruption;
- (iv) refuse to produce or to permit examination of any article, or the contents of any article in their possession;
- (v) is intoxicated or approaching intoxication or under the influence of alcohol or any other substance or drug; or
- (vi) behave or threaten to behave in a dangerous, disorderly, inappropriate, offensive or disruptive manner.

(b) The chair of a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion reasonably necessary or desirable for:

- (i) proper and orderly debate or discussion including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
- (ii) the proper and orderly casting or recording of votes, whether on a show of hands, or any equivalent indication determined by the Board if a member is attending such General Meeting virtually, or on a poll.

(c) The Board may allow a person entitled to vote at any General Meeting to vote in person or by electronic means.

(d) Subject to sections 250S and 250T of the Corporations Act, the chair of a General Meeting may at any time he or she considers it reasonably necessary or desirable for the proper and orderly conduct of the meeting:

- (i) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote;
- (ii) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue; and
- (iii) decline to take or act on a point of order or procedural motion (and so there is no doubt, it is recorded that nothing in this Rule 89 takes anything



away from the duty of the Chair under sections 250S and 250T of the Corporations Act and to ensure the proper and fair conduct of the meeting including in relation to debating and voting on motions on the notice paper).

#### PROCEEDINGS AT ANNUAL GENERAL MEETINGS

90. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
  - (b) To receive and consider the reports referred to in Rule 109;
  - (c) To elect the Board;
  - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
  - (e) To approve Honoraria (if any) in accordance with the provisions of the Registered Clubs Act; and
  - (f) to deal with any other business of which due notice has been given to the members.
91. (a) The Chairperson of the Annual General Meeting must 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.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.
  - (c) The Board may cancel or postpone any General Meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement of the meeting or the validity of any resolution passed at a postponed meeting. However, this Rule will not operate in relation to a meeting called pursuant to a request or requisition of Members.
  - (d) The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a General Meeting, except where the withdrawal of such resolution would be contrary to the Act.
92. Members may submit notices of motion to be dealt with at the Annual General Meeting provided the same are in writing and handed to the Chief Executive Officer at least thirty-five (35) days prior to the date of such meeting. The Board may, subject to Rules 93 and 94, at its discretion, include such notices of motion in the business of the Annual General Meeting sent to members.

#### MEMBERS' RESOLUTIONS

93. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:

- (i) members with at least 5% of the votes that may be cast on the resolution; or
  - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
94. (a) If the Club has been given notice of a resolution under Rule 93, the resolution is to be considered at the next General Meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its voting members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
  - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
95. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
  - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or

- (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
  - (i) in writing; and
  - (ii) signed by the members making the request; and
  - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company;
- (f) After receiving the request, the Club must distribute to all its voting members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
  - (i) if the statement is more than 1,000 words long or defamatory; or
  - (iii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

96. A general meeting of the members of the Club must be held for a proper purpose.

#### **AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS**

- 97. (a) The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to members;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

## PROCEEDINGS AT GENERAL MEETINGS

98. The Chairperson shall preside at all General Meetings of the Club.
99. If at any meeting he or she is not present after ten (10) minutes after the time appointed for holding such meeting or is unwilling to act then the Deputy Chairperson shall act as Chairperson.
100. If the Chairperson nor Deputy Chairperson are present or are unwilling or unable to act then the members of the board present shall elect one of their number to be Chairperson of the meeting.
101. (a) No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) A quorum at a General Meeting, if convened on the request of members, shall not be less than thirty (30) members who are present and entitled to vote and at all other General Meetings and all Annual General Meetings shall not be less than thirty (30) members who are present and entitled to vote.
- (c) If within thirty (30) minutes from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon request of members, will be dissolved. In any other case, it will stand adjourned to the same day of the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at any such adjourned General Meeting a quorum is not present within thirty (30) minutes, the members who are present and entitled to vote will constitute a quorum and may transact the business of which the meeting was called.
102. (a) Except in the case of a Special Resolution every question submitted to a general meeting shall be decided by a simple majority of votes from those members present and voting and should be counted on the show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, (unless a poll is demanded by five (5) members).
- (b) In the case of an equality of votes, whether on a show of hands, or any equivalent indication determined by the Board if a member is attending such general meeting virtually, or on a poll, the Chairperson of the meeting at which a show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (c) At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- (d) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded upon the election of the Chairperson or on a question of adjournment shall be taken forthwith.
- (e) A demand for a poll may be withdrawn.
103. A Person shall not:

- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (b) Vote at any election including an election of a member or of the Board as the proxy of another person.
104. The Chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
105. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

#### ACCOUNTS

106. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
107. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
108. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
109. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (a) the financial report of the Club; and
  - (b) the directors' report;
  - (c) the auditors' report on the financial report.

#### FINANCIAL YEAR

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

## AUDITORS

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

## CHIEF EXECUTIVE OFFICER

112. At any time there shall only be one Chief Executive Officer of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

## HONORARY TREASURER

113. The Honorary Treasurer shall supervise the financial affairs of the Club in such manner as the Chairperson shall prescribe.

## EXECUTION OF DOCUMENTS

114. The Board must provide for the safe custody of the Seal.
115. The Club must not execute a document:
- (a) that is required to be signed under Company seal, or
  - (b) is to be signed pursuant to section 127 of the Act,
- unless the prior approval of the Board has firstly been obtained approving the execution of the relevant document evidenced by a resolution passed at a meeting of the Board.
116. Once approved for execution by the Board under Rule 115, such document execution may occur in any way permitted by the Act.

## NOTICES

117. In addition to any other way allowed by the Act, any information may be given by the Club, the Board or a committee either:
- (a) in physical form:
    - (i) personally delivered; or
    - (ii) by leaving it at, or by sending it by post to, the address of the member recorded for that member in the Register of Members; or
    - (iii) if Rule 119 is satisfied - by sending by post to the address of the member recorded for that member in the Register of Members sufficient information in physical form to allow the member to access the document electronically; or
  - (b) in electronic form:
    - (i) if Rule 119 is satisfied - by sending the document in electronic form by means of an electronic communication; or
    - (ii) if Rule 119 is satisfied - by sending the member sufficient information in electronic form, by means of an electronic communication, to allow the member to access the document electronically; or
    - (iii) if Rule 119 and Rule 120 are satisfied - by making the document readily available in electronic form on a website.
118. Where a document is:
- (a) sent by post to a member in accordance with Rule 117 the document shall be deemed to have been received by the member:
    - (i) in the case of a notice convening a meeting, on the day following



at least twenty-one (21) days written notice specifying the intention to propose a resolution as a Special Resolution has been given in accordance with the Act.

124. A copy of the Constitution of the Club shall be supplied to a Member within 2 business days on request being made in writing to the Chief Executive Officer of the Club.

#### **SPECIFIC LEGISLATION PREVAILS**

125. This Constitution is subject to the provisions of the Registered Clubs Act and the Act and if there is any inconsistency then to the extent necessary to conform with any mandatory provision of that legislation or any other legislation, then the provisions of the legislation prevail over the provisions of this Constitution and this Constitution must be read and applied with the minimum necessary changes to conform with the mandatory provisions of legislation.

126. If any part of this Constitution becomes unlawful under the provisions of the Registered Clubs Act, the Act or any other legislation, then this Constitution must be read as if the unlawful part is not part of this Constitution. This does not limit Rule 125.