

Constitution of Nambucca Heads Bowling & Recreation Club Limited

ABN 20 001 023 150



Adopted by Special Resolution on 15 September 2024

Table of Contents

1	DEFINITIONS AND INTERPRETATION	1
1.1	REPLACEABLE RULES	1
1.2	DEFINITIONS	1
1.3	INTERPRETATION	2
2	NAME AND STRUCTURE	2
2.1	NAME OF THE CLUB	2
2.2	COMPANY LIMITED BY GUARANTEE	3
3	REGISTERED CLUB MATTERS	3
3.1	REGISTERED CLUBS ACT	3
3.2	LIQUOR & GAMING	3
4	OBJECTS	3
4.1	GENERAL OBJECTS	3
4.2	INTERPRETATION	4
5	INCOME AND PROPERTY	4
5.1	OBJECTS	4
5.2	BOARD AND COMMITTEES	4
5.3	PERMITTED PAYMENTS	4
6	WINDING UP	4
6.1	LIMITED LIABILITY OF MEMBERS	4
6.2	DISTRIBUTION OF PROPERTY	5
7	PROXIES	5
7.1	PROXIES	5
8	MEMBERSHIP	5
8.1	MEMBERSHIP	5
8.2	MEMBERSHIP LIMITATIONS	5
8.3	ORDINARY MEMBERS	6
8.4	ELIGIBILITY FOR ORDINARY MEMBERSHIP	6
8.5	ELECTION OF ORDINARY MEMBERS	7
8.6	RECIPROCAL CLUBS	7
8.7	TRANSFER OF ORDINARY MEMBERSHIP	8

8.8	LIFE MEMBERS	8
8.9	PROVISIONAL MEMBERS	8
8.10	HONORARY MEMBERS	9
8.11	TEMPORARY MEMBERS	9
8.12	RIGHTS OF MEMBERS	9
8.13	CESSATION OF MEMBERSHIP	10
9	<u>ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES</u>	10
10	<u>ADDRESSES OF MEMBERS</u>	10
11	<u>REGISTERS</u>	11
12	<u>DISCIPLINARY PROCEEDINGS</u>	11
12.1	DISCIPLINARY DECISIONS	11
12.2	PROCEDURE	11
13	<u>NON VOLUNTARY EXCLUSION</u>	13
13.1	GROUND AND PROCEDURE FOR EXCLUSION	13
13.2	CLUB POLICIES	13
14	<u>PATRONS</u>	14
15	<u>GUESTS</u>	14
16	<u>BOARD OF DIRECTORS</u>	14
16.1	THE BOARD	14
16.2	ELIGIBILITY FOR BOARD MEMBERSHIP	14
16.3	TRIENNIAL ELECTION OF BOARD MEMBERS	15
16.4	NOMINATION AND VOTING FOR ELECTION OF THE BOARD DIRECTORS	16
16.5	VACANCIES ON THE BOARD	17
17	<u>OPERATION OF THE CLUB</u>	18
17.1	POWERS AND DUTIES OF THE BOARD	18
17.2	PROPERTY	18
17.3	BY-LAWS	18
17.4	COMMITTEES	19
17.5	SECTIONS	19
18	<u>PROCEEDINGS OF THE BOARD</u>	20
18.1	BOARD MEETINGS	20
18.2	NOTICE OF BOARD MEETING	20
18.3	CONTINUING DIRECTORS	20
18.4	VOTING	20
18.5	WRITTEN RESOLUTION	20

18.6	ATTENDANCE OF NON-DIRECTORS	21
18.7	PROCEDURE AT BOARD MEETINGS	21
19	<u>DIRECTORS' DUTIES AND INTERESTS</u>	21
19.1	INTERESTS	21
19.2	EFFECT OF DIRECTOR HAVING A MATERIAL PERSONAL INTEREST	21
19.3	STANDING DISCLOSURE	21
19.4	ACCOUNTABILITY CODE	21
20	<u>SECRETARY</u>	22
21	<u>GENERAL MEETINGS</u>	22
21.1	THE ANNUAL GENERAL MEETING	22
21.2	GENERAL MEETINGS	22
21.3	NOTICE	22
21.4	QUORUM	23
21.5	PROCEEDINGS	23
22	<u>ACCOUNTS AND AUDIT</u>	24
22.1	FINANCIAL YEAR	24
22.2	KEEPING ACCOUNTS	24
22.3	RIGHT OF ACCESS	24
22.4	FINANCIAL REPORT	24
22.5	AUDIT	25
23	<u>EXECUTING DOCUMENTS</u>	25
23.1	COMMON SEAL	25
23.2	SIGNING DOCUMENTS	25
24	<u>NOTICES</u>	25
24.1	GIVING A NOTICE	25
24.2	ELECTION ABOUT MANNER OF SENDING NOTICES	25
24.3	WHEN NOTICE IS GIVEN	26
25	<u>INDEMNITY</u>	26
25.1	INDEMNITY	26
25.2	INSURANCE	26
25.3	FORMER OFFICERS	26
26	<u>COPY OF CONSTITUTION</u>	26
27	<u>AMENDMENTS TO CONSTITUTION</u>	26

1 Definitions and interpretation

1.1 Replaceable Rules

All of the replaceable Rules set out in the Corporations Act which the Club is entitled to displace, are displaced by this Constitution.

1.2 Definitions

The following definitions apply in this Constitution:

- (a) **Adult** means a person of or above the age of 18 years;
- (b) **Authority** means the Independent, Liquor & Gaming Authority, or any authority which replaces it or exercises its functions;
- (c) **Board** means the Board of Directors of the Club;
- (d) **Bowls Australia** means Bowls Australia Limited ACN 076 229 699 and, if Bowls Australia ceases to operate or is restructured, any body which substantially continues the activities of Bowls Australia;
- (e) **Bowls New South Wales** means Bowls New South Wales Limited ACN 649 763 691 and, if Bowls New South Wales ceases to operate or is restructured, any body which substantially continues the activities of Bowls New South Wales;
- (f) **Business Day** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in Sydney, New South Wales;
- (g) **Club** means Nambucca Heads Bowling & Recreation Club Limited ABN 20 001 023 150;
- (h) **Club Licence** means a club licence held by the Club under section 10 of the Liquor Act;
- (i) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (j) **Criminal Records Act** means the *Criminal Records Act 1991* (NSW);
- (k) **Director** means a member of the Board;
- (l) **Full Member** means a person who is an Ordinary Member or a Life Member;
- (m) **Gaming Machines Act** means the *Gaming Machines Act 2001* (NSW);
- (n) **Financial Member** means a member who has paid all money owed to the Club by the due date;
- (o) **Junior Member** means a member of the Club who is below the age of 18 years;
- (p) **Licensed Premises** means the premises of the Club to which a Club Licence relates;
- (q) **Liquor Act** means the *Liquor Act 2007* (NSW);
- (r) **Material Personal Interest** means a material personal interest for the purposes of the Corporations Act;
- (s) **Month** means calendar month;
- (t) **Nominated Electronic Address** has the meaning given in the Corporations Act;
- (u) **Office** means the registered office for the time being of the Club;
- (v) **Ordinary Member** means a member of the Club other than a Life Member, Honorary Member, Temporary Member or Provisional Member;

- (w) **Quarter** means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.
- (x) **Registered Bowling Member** means an adult member of the Club who is registered as a player of bowls with Bowls New South Wales.
- (y) **Registered Clubs Act** means the *Registered Clubs Act 1976* (NSW);
- (z) **Returning Officer** means the returning officer appointed by the Board to conduct a Board election;
- (aa) **Seal** means the common seal of the Club;
- (bb) **Secretary** means any person appointed to perform the duties of the Secretary of the Club;
- (cc) **Senior Employee** means the senior employee of the Club on duty at the relevant time;
- (dd) **Social (Bowling) Member** means an adult member of the Club who is not registered as a player of bowls with Bowls New South Wales;
- (ee) **Social Member** means an adult member of the Club who is not registered as a player of bowls with Bowls New South Wales;
- (ff) **Special Resolution** has the meaning as defined in the Corporations Act; and
- (gg) **Virtual attendance** means attendance at a meeting by electronic means by which any person who speaks in the meeting can be heard by the other persons attending;
- (hh) **Virtual meeting technology** means any technology that allows a person to participate in a meeting without being physically present at the meeting.

1.3 Interpretation

The following Rules apply in interpreting this Constitution:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings unless the context requires otherwise;
- (d) headings are for convenience only, and do not affect interpretation;
- (e) the table of contents is for convenience only and does not form part of this Constitution;
- (f) a reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation; and
- (g) a person who attends a meeting whether at a physical venue or virtually when virtual attendance is allowed, is taken for all purposes to be present at the meeting while so attending.

2 Name and structure

2.1 Name of the Club

The name of the Club is Nambucca Heads Bowling & Recreation Club Limited.

2.2 Company Limited by Guarantee

The Club is a non-proprietary company limited by guarantee. The liability of its members is limited as provided in this Constitution.

3 Registered club matters

3.1 Registered Clubs Act

- (a) Subject to section 10(6) and section 10(6A) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director, or member 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.
- (b) Only the Club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to section 10(1) (j) and section 10(7) of the Registered Clubs Act any other applicable provision of the Registered Clubs Act.
- (c) An employee of the Club must not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a Director.

3.2 Liquor & gaming

- (a) Liquor must not be sold, supplied, or disposed of on the Licensed Premises to any person, other than a member, except on the invitation and in the company of a member. This Rule 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 must not be sold, supplied or disposed of on the Licensed Premises to any person under 18 years of age.
- (c) A person under 18 years of age must not use or operate gaming machines on the Licensed Premises.

4 Objects

4.1 General objects

The Club has the following objects:

- (a) To conduct a bowling club and provide bowling greens, a clubhouse and associated facilities for the use of members and visitors.
- (b) To promote, encourage and foster the playing of the game of bowls and any other sporting activities determined by the Board from time to time, and to provide all things incidental to the attainment of these objects.
- (c) To conduct the affairs of the Club in a manner consistent with:
 - (i) membership of, and affiliation with, Bowls Australia, Bowls New South Wales and any relevant Regional Bowls Associations which may be established from time to time; and
 - (ii) the Constitutions, regulations and policies of Bowls Australia, Bowls New South Wales and any relevant Regional Bowls Associations, including, without limitation, organising bowls events in accordance with Bowls New South Wales and Bowls Australia requirements and policies.
- (d) To operate and maintain the Club's bowling greens and environs in accordance with

good business and environmental practices.

- (e) To do all such other things as are necessary to foster and promote the game of bowls and other sporting activities;
- (f) To establish and carry on a club for the use and benefit of its members and to afford to its members the usual privileges, advantages, conveniences and accommodation of a club.
- (g) To carry on the business of a registered club, and, to hold such licences for (either by itself or its employees, agents or nominees), and provide all such things, as are commonly or conveniently consumed in a club.
- (h) To promote and advance social, cultural, educational, charitable, sporting and community activities, subject to any other provision of this Constitution.
- (i) To continually explore all business opportunities to facilitate development and growth;
- (j) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part of it, subject to the Liquor Act and the Registered Clubs Act.

4.2 Interpretation

The meaning and effect of any object shall not be restricted by any other object, and each object will be interpreted and have effect as an independent power. This Rule 4 is to be interpreted so as to widen and not restrict the powers of the Club.

5 Income and property

5.1 Objects

The Club will apply its income and property solely towards promoting the objects of the Company as stated in Rule 4. Subject to Rule 5.3, no part of the Club's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

5.2 Board and committees

Subject to Rule 5.3, no Director or member of any committee of the Club will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a Director or member of that committee.

5.3 Permitted payments

Nothing in this Constitution prevents the payment in good faith:

- (a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
- (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
- (c) of remuneration to any officers or employees of the Club or to any member in return for services actually rendered to the Club;
- (d) for goods supplied to the Club; or
- (e) rent for premises leased to the Club.

6 Winding up

6.1 Limited liability of members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the

same being wound up during the time that they are a member or within 1 year thereafter for payment of the debts and liabilities of the Club contracted before the time at which they cease to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$2.

6.2 Distribution of Property

- (a) If the Club is wound up or dissolved, any property remaining after the satisfaction of the debts and liabilities of the Club must not be paid to or distributed among the members. Any such remaining property must be given or transferred to an institution or institutions nominated by the members which, at or before the time of such winding up or dissolution:
 - (i) has similar objects to the Club for the predominant purpose of the encouragement of a game or sport; and
 - (ii) restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this Constitution.
- (b) If effect cannot be given to Rule 6.2(a), then the remaining property shall be given or transferred to some charitable object nominated by the members at or before the time of such winding up or dissolution.

7 Proxies

7.1 Proxies

No person may

- (a) attend or vote at any meeting of the club or of the governing body or any committee of the club, or
- (b) vote at any election of, or of a member of, the governing body of the club,

as the proxy of another person.

8 Membership

8.1 Membership

- (a) The members of the Club are:
 - (i) those persons who at the date of the adoption of a new Constitution are entered in the Club's register of members, and
 - (ii) those persons who are afterwards admitted to membership in accordance with the amended Constitution.
- (b) A person must not be admitted to membership except as an Ordinary Member, Honorary Member, Life Member, Temporary Member or Provisional Member.
- (c) A person who has been expelled from membership of the Club is not eligible for re-election to membership for a period of three-years from the date of expulsion.

8.2 Membership limitations

- (a) The number of Registered Bowling Members of the Club must not exceed 1000 at any one time or such greater number as the Board may from time to time determine.
- (b) All Classes of membership are gender neutral. This Rule does not prevent the creation of sub-classes or sections within Classes of membership which are gender based.

- (c) A person who is under 18 years must not be admitted to any class of Ordinary Membership other than Junior Membership.

8.3 Ordinary members

The classes of Ordinary Membership are:

- (a) Registered Bowling Member

Members in this Class are entitled, subject to this Constitution:

- (i) to play bowls in events and competitions which are limited to players who are registered as players with Bowls New South Wales;
- (ii) to play bowls in bowls events and competitions which are not limited to players who are registered as players with Bowls New South Wales;
- (iii) to access all the amenities and facilities of the Club which are available to Social Members.

- (b) Social (Bowling) Member

Members in this class are entitled, subject to this Constitution and subject to the Club's obligations as a member of Bowls New South Wales, including the Club's obligations to comply with Bowls New South Wales Regulations as amended by Bowls New South Wales from time to time.

- (i) to play bowls in bowls events and competitions which are not limited to players who are registered as players with Bowls New South Wales;
- (ii) to access all the amenities and facilities of the Club which are available to Social Members

- (c) Social Member

Members in this class are entitled, subject to this Constitution, to access the facilities and amenities of the Club other than bowls facilities.

- (d) Junior Member

Members in this Class are entitled, subject to this Constitution:

- (i) to play bowls in events and competitions which are limited to players who are registered as players with Bowls New South Wales;
- (ii) to play bowls in bowls events and competitions which are not limited to players who are registered as players with Bowls New South Wales;

Members in this Class are not entitled to access amenities and facilities of the Club other than in accordance with the general requirements under law and under this Constitution for persons under the age of 18 to access such amenities and facilities.

- (e) When the Club adopts a new Constitution or the membership provisions of the Constitution are amended, the Board may make by-laws to transfer members from one class of membership to another class of membership.

8.4 Eligibility for Ordinary Membership

The requirements for eligibility of persons for election and/or transfer to the following classes of Ordinary Membership are:

- (a) Registered Bowling Member

An adult who is registered with Bowls New South Wales.

- (b) **Social (Bowling) Member**
An adult who is not registered with Bowls New South Wales.
- (c) **Social Member.**
An adult who is not registered with Bowls New South Wales.
- (d) **Junior Member**
A person who has attained five years of age and who is under 18 years of age and who:
 - (i) is registered with Bowls New South Wales; and
 - (ii) has provided to the Club the written consent of their parent or guardian to the person becoming a Junior Member of the Club.

8.5 Election of Ordinary Members

- (a) A person must not be admitted as an Ordinary Member unless the person:
 - (i) has lodged an application for membership in accordance with Rule 8.5(c);
 - (ii) has paid the entrance fee and subscription. If any, applicable for the class of membership they wish to join, and
 - (iii) is elected to membership at a meeting of:
 - (A) the Full Members of the Club; or
 - (B) a duly convened meeting of the Board; or
 - (C) a duly appointed election committee of the Club,the names of whose members present and voting at that meeting are recorded by the Secretary.
- (b) The meeting of the Full Members, Board or election committee may reject an application for membership without giving any reason.
- (c) An application for Ordinary Membership must be lodged with the Secretary in a form prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, agrees to be bound by the Constitution.
- (d) As soon as practicable after the Secretary receives an application for Ordinary Membership in accordance with this Constitution and payment of the applicable fee and subscription if any, the Secretary will cause the name of the candidate to be displayed on the Club notice board or in some other conspicuous place in the Licensed Premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club. An interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
- (e) If the application is rejected the Club must repay the fee and subscription, if any, paid with the application.

8.6 Reciprocal Clubs

- (a) A reciprocal club is one which has signed an agreement with the Club to allow members the privileges of membership at the reciprocal club, for short duration visits.
- (b) Persons transferring from a reciprocal club for a short duration visit may only assume the class of membership to which they would be entitled having regard to the length of time and class of membership that they have enjoyed as members of the

reciprocal club.

- (c) On acceptance, the applicant will be required to pay any fees the board may determine, and as agreed within any terms of agreement between the reciprocal clubs.
- (d) The Board may at its own discretion limit the number of reciprocal members admitted to the club at any one time.
- (e) A member transferring for a short duration under this Rule may not call for, attend or vote at a General Meeting.

8.7 Transfer of Ordinary Membership

The Board may transfer an Ordinary Member to another class of Ordinary Membership for which they are eligible, on the written request of the member. The Board may require the member to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.

8.8 Life Members

Members who have rendered outstanding service to the Club may be elected to Life Membership. The processes and preconditions for election to Life Membership are:

- (a) An adult Ordinary Member who has been a member for at least 10 years may be nominated for Life Membership by an adult Ordinary Member and seconded by another adult Ordinary Member
- (b) The nominated member must agree to the nomination.
- (c) The Board must approve the nomination.
- (d) If the Board approves the nomination, it must refer the nomination to the next General Meeting.
- (e) A General Meeting must approve the nomination with a two thirds majority of the adult Ordinary Members present and voting.
- (f) Whether or not the processes in this Rule have been otherwise complied with, no person can be elected to Life Membership if their election would take the total number of current Life Members to more than 2% of adult Ordinary Members.
- (g) If elected to Life Membership, the member is taken for the remainder of their life to hold Ordinary Membership in the class of membership they held when elected free from any obligation to pay fees or subscriptions for their membership in that class.
- (h) If the class of membership which a Life Member holds is later varied, the Board may transfer the Life Membership to the class of membership which, in the opinion of the Board is closest to the original Life Membership.

8.9 Provisional Members

- (a) Any person who has lodged a duly completed application for Ordinary Membership in accordance with this Constitution and pays the fee and subscription if any appropriate to the class of membership sought, may be granted Provisional Membership [by the Secretary or employee authorised by Board] while awaiting the decision on their application.
- (b) If a Provisional Member is not elected as an Ordinary Member within 14 weeks from the date of lodging the application, or that person's application for Ordinary membership is rejected (whichever is the earlier), that person will immediately cease to be a Provisional Member and the Club must repay the fee and subscription if any paid by the applicant.

8.10 Honorary members

The following persons may be admitted as Honorary Members in accordance with procedures established by the Board:

- (a) the Patron or Patrons for the time being of the Club; or
- (b) any prominent citizen or local dignitary visiting the Club.

8.11 Temporary Members

- (a) The following persons may be admitted as Temporary Members in accordance with procedures established by the Board:
 - (i) a person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's Licensed Premises or such greater distance as may be determined by the Board by by-law;
 - (ii) a Full Member (as defined in the Registered Clubs Act) of another registered club which has objects similar to those of the Club;
 - (iii) an interstate or overseas visitor.
- (b) A person may be admitted as a Temporary Member for a period of up to 7 consecutive days (or a longer period not exceeding 30 days approved by the Authority in writing). A person admitted under this Rule 8.11(b) is only required to sign the register on the first day when they enter the Licensed Premises during that period.
- (c) A Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club who, at the invitation of the Board or of a Full Member, attends on any day at the Club's Premises for the purpose of participating in an organised sport or competition to be conducted by the Club on that day is a Temporary Member from the time on that day when the person so attends the Premises until the end of that day;
- (d) The Club must ensure that there is prominently displayed at each entrance of the Club premises at which members and guests are permitted to enter
 - (i) subject to any exception created by the regulations under subsection 30(3C) of the Registered Clubs Act, a map that clearly shows the limits of the area within which an ordinary resident of the area is not eligible for Temporary Membership otherwise than under Rule 8.11(c) and section 30(10) of the Registered Clubs Act;
 - (ii) the Rules of the club that relate to Temporary Membership of the club,
 - (iii) a copy of section 30(10) of the Registered Clubs Act, and
 - (iv) a copy of the definition of "guest" in section 4 of the Registered Clubs Act.

8.12 Rights of members

- (a) The rights of members to use the facilities and amenities of the Club shall be as determined by the Board.
- (b) Subject to Rule 3.1(c), Adult Full Members who are Financial Members have the right to attend and vote at a General Meeting subject to the following exceptions:
 - (i) Only Registered Bowling Members may vote at a General Meeting on matters relating to the involvement of Registered Bowling Members in bowls events and competitions;
 - (ii) Only Registered Bowling Members may vote on a special resolution for the amendment of the Constitution in accordance with Rule 27; and

- (c) Junior Members are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board.
- (d) Provisional Members, Honorary Members and Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

8.13 Cessation of Membership

- (a) A person will immediately cease to be a member if:
 - (i) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;
 - (ii) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;
 - (iii) they die; or
 - (iv) they have not paid the subscription or any other money owed to the Club within 1 month (or such longer period as may be determined by the Board) from the date upon which it falls due for payment.
- (b) The Board may cancel the membership of any Honorary member without notice and without being required to give any reason.
- (c) The Secretary, or in the absence of the Secretary, the Senior Employee on duty, may cancel the membership of a Temporary Member at any time without notice and without being required to give any reason.
- (d) A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid to the Club at the date of cessation of that person's membership, and, any other money for which that person is or may become liable under this Constitution.

9 Entrance fees, subscriptions and levies

- (a) Member subscriptions, if any, shall be paid in advance annually, or, if the Board so resolves, by quarterly, half-yearly or monthly instalments or for more than 1 year.
- (b) The Board may make charges and levies on Ordinary Members for general or special purposes.
- (c) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary Members must not be less than the minimum amount prescribed by the Registered Clubs Act, if any.
- (d) A Temporary Member is not required to pay an entrance fee or subscription.
- (e) The Board may exempt Honorary members from paying an entrance fee or subscription.
- (f) The Board may prescribe the time and manner of payment and all other matters not set out in this Constitution.

10 Addresses of members

A member must advise the Secretary of any change in their address, or any electronic address they have nominated for service of notices.

11 Registers

The Club must keep the following registers in accordance with the Registered Clubs Act:

- (a) A register of Full Members
- (b) A register of Honorary Members.
- (c) A register of Temporary Members.
- (d) A register of persons of or above 18 years of age who enter the Licensed Premises as guests of members.

12 Disciplinary Proceedings

12.1 Disciplinary decisions

If a member refuses or fails to comply with this Constitution or the by-laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or which shall render the member unfit for membership then the Board may (subject to the natural justice procedure set out in Rule 12.2:

- (a) reprimand the member;
- (b) suspend the member from all or any privileges of membership for such period as it considers fit;
- (c) expel the member; or
- (d) accept the resignation of the member.

12.2 Procedure

- (a) The Board must give the member written notice of any charge against them under this Rule 12 at least 14 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (b) If a notice of charge is issued to a member under Rule 12.2(a), the Board, the Secretary, or a Senior Employee, may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the notice of charge. Any such suspension may be until the charge is determined or until the finalisation of any appeal as the case may require.
- (c) The member is entitled to:
 - (i) attend the meeting in person to answer the charge, to answer the charge in writing or do both; and
 - (ii) call witnesses in their defence to make written statements or to appear at the meeting or to do both.
- (d) After the Board has considered the evidence, it must come to a decision as to the member's guilt or innocence in relation to the charge.
- (e) If the Board finds the member guilty, the Board must:
 - (i) within 7 days of making its decision, notify the member in writing of its decision and
 - (ii) give the member a reasonable opportunity to make written or oral submissions to the Board about the appropriate penalty, before the Board determines the penalty to be imposed.

- (f) Notwithstanding Rules 12.2(c) and 12.2(e), if the member chooses not to attend a Rule12.2(c) meeting or fails to attend the meeting without reasonable excuse, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence and without further inviting submissions from the member.
- (g) Notwithstanding Rule 12.2(e), if the member chooses not to attend a Rule12.2(e) meeting or fails to attend the meeting without reasonable excuse, the Board may determine any penalty, in the member's absence and without further inviting submissions from the member.
- (h) If the Board decides to suspend the member from some or all privileges of membership or to expel the member the Board must give the member written notice of the penalty within 7 days:
- (i) The member may, within 7 days of being notified of the decision on penalty under Rule 12.2(h) make a written request to the Board to provide a statement of the reasons for its decisions under Rule 12.2(d) and Rule 12.2(h);
- (j) If the Board receives a request for reasons, the Board must provide a written statement of reasons for its decision to the member within 7 days of receiving the request.
- (k) A member has the right to appeal any penalty, suspension or expulsion imposed for disciplinary matters by giving a written notice of appeal to the Secretary within 14 days of receiving notification of the outcome of the hearing or, if they have requested a statement of reasons, within 14 days of receiving the statement of reasons.
- (l) Appeals will be considered by an Appeals Committee whose composition will be determined by the Board. The Appeals Committee must not include any members of the Board associated with the disciplinary procedure to which the appeal relates.
- (m) Rule 12.2(l) does not prevent a Board member who was involved in the Board decision to issue a notice under Rule 12.2(a) from participating in an Appeal from decisions of a Disciplinary Committee on guilt or penalty so long as the Board member was not a member of that Disciplinary Committee.
- (n) The Appeals Committee must convene a meeting within 14 days of the notice of appeal being given to the Secretary.
- (o) A member making an appeal, is entitled to
 - (i) attend the meeting in person to answer the charge, to answer the charge in writing or to do both; and
 - (ii) call witnesses in their defence to make written statements or to appear at the meeting or to do both.
- (p) Notwithstanding Rule 12.2(o), if the member chooses not to attend the meeting or fails to attend the meeting without reasonable excuse, the appeal may be heard and dealt with and the Appeals Committee may decide the appeal without inviting submissions from the member.
- (q) The Appeals Committee must notify the member of the outcome of the appeal within 7 days of the determination of the appeal.
- (r) The powers of the Board under this Rule 12, apart from the power to appoint an Appeals Committee, may be exercised by a Disciplinary Committee of at least 3 Directors appointed by the Board. A quorum of the disciplinary committee is 3 Directors.
- (s) The Secretary or a Senior Employee may assist the Board, a disciplinary committee or an Appeals Committee in matters arising under this Rule 12, but must not vote on any decision of these bodies under this Rule 12.

- (t) A Board member may not:
- (i) as Board member attend a Board meeting; or
 - (ii) be a member of a Disciplinary Committee;
 - (iii) be a member of an Appeals Committee;
- while the application of this Rule 12 to their own conduct is under consideration in the meeting or by the committee.
- (u) A Board member must not participate as a Board member in a decision under Rule-12 in which their own conduct as club member is in issue.

13 Non voluntary exclusion

13.1 Grounds and procedure for exclusion

- (a) The Secretary, the Senior Employee or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club any person who:
- (i) is at the time intoxicated, violent, quarrelsome, disorderly or indecent;
 - (ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Secretary liable to any penalty under any applicable law;
 - (iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within the meaning of that Act;
 - (iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises; or
 - (vi) is a member, and whose conduct, in the opinion of the Secretary, Senior Employee or other authorised person (as the case may be) may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.
- (b) If a member is refused admittance to, removed from, or required to leave the Licensed Premises or any other property owned or occupied by the Club under Rule 13.1(a) the Secretary or Senior Employee may immediately suspend that member from any or all privileges of membership for up to 6 weeks or until any charge issued under Rule 12.2(a) is heard and determined by the Board or disciplinary committee (whichever is earlier). The Secretary or Senior Employee, as the case may be, must make a report of the suspension and the reasons for the suspension to the Board or its disciplinary committee within 48 hours of suspending the member.
- (c) Nothing in this Rule limits section 77 of the Liquor Act.
- (d) Decisions may be made under Rule 13.1(a) or Rule 13.1(b) without any process for hearing or receiving submissions from the member affected.

13.2 Club policies

The Board, the Secretary, or the Senior Employee may at any time organise and enforce the exclusion from the Licensed Premises of any member or other person in accordance with the

Club's responsible service of alcohol policy or responsible conduct of gambling policy.

14 Patrons

The members in General Meeting may appoint a Patron or Patrons upon a recommendation being made by the Board to the meeting.

15 Guests

- (a) An Adult member may introduce guests to the Club, provided that a Temporary Member may only introduce guests who are under 18 years of age and in relation to whom the Temporary Member is a responsible adult.
- (b) A member must not introduce as a guest any person who has been expelled from the Club or who is suspended from membership.
- (c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club, and must not remain on the Licensed Premises any longer than that member.
- (d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18 years of age).
- (e) A member is responsible for the conduct of their guests.
- (f) The Board, the Secretary, or the Senior Employee, may refuse a guest admission to, or require the guest to leave, the Licensed Premises or any other property owned or occupied by the Club at any time without notice and without being required to give any reason.
- (g) The Board may make by-laws regulating the terms and conditions on which guests may be admitted to the Club.

16 Board of Directors

16.1 The Board

- (a) The Board shall consist of 7 Directors, comprising the Chairperson, Vice Chairperson, Treasurer and 4 Directors.
- (b) The Chairperson must be a Registered Bowling Member.
- (c) There must not be more than 3 members on the Board who are not Registered Bowling Members on the Board at any time.
- (d) Within seven (7) days after the conclusion of the Annual General Meeting, the Board members must appoint from among their number a Chairperson, Vice-Chairperson and Treasurer.
- (e) The Secretary shall cause the names of the Chairperson, Vice Chairperson and Treasurer to be displayed on the Club Notice Board as soon as reasonably practicable after the Board meeting at which they are appointed.
- (f) The persons elected as the Chairperson, Vice Chairperson and Treasurer shall hold those positions until the Annual General Meeting following their appointment.

16.2 Eligibility for Board membership

- (a) A member is not eligible to be elected to the Board if the member:

- (i) has been found guilty of a charge in disciplinary proceedings under this Constitution within the period of 3 years immediately prior to the Annual General Meeting in that Board election year;
- (ii) is a former employee of the Club whose services were terminated by the Club for misconduct;
- (iii) has been convicted of an indictable offence which is not a spent conviction within the meaning of the Criminal Records Act;
- (iv) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
- (v) is a director of any other registered club if the Authority has appointed an administrator to that club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
- (vi) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
- (vii) has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years; or
- (viii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years.

16.3 Triennial Election of Board Members

- (a) The members of the Board are to continue to be elected in accordance with the triennial Rule in Schedule 4 of the Registered Clubs Act (set out below) which has applied since the election at the Annual General Meeting held in 2014.

Schedule 4

Definitions

1. *In this Schedule:*

“general meeting” means a meeting of the members of the Club at which members of the governing body are to be elected;

“triennial Rule” means the Rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

“year” means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial Rule

- 3. (1) *The members elected to the governing body at the first general meeting at which the triennial Rule applies shall be divided into 3 groups.*
- (2) *The groups—*
 - (a) *shall be determined by drawing lots, and*
 - (b) *shall be as nearly as practicable equal in number, and*
 - (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body—*
 - (a) *in group 1 shall hold office for 1 year, and*
 - (b) *in group 2 shall hold office for 2 years, and*
 - (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

- 4 *At each general meeting held while the triennial Rule is in force the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

- 5 (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subrule (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

- 6 *A person whose term of office as a member of the governing body under the triennial Rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial Rule

- 7 *If the triennial Rule is revoked—*
- (a) at a general meeting—all the members of the governing body cease to hold office, or*
 - (b) at a meeting other than a general meeting—all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.*

- (b) Subject to Rule 5 of Schedule 4 of the Registered Clubs Act (set out above), Directors hold office from the conclusion of the General Meeting at which they are elected until the conclusion of the General Meeting at which their office ends.

16.4 Nomination and voting for election of the Board Directors

- (a) The election of Board Directors will be conducted in the following manner;
- (b) Any two Adult Financial Members of the club may nominate any other Adult Financial Member with not less than one (1) year's continuous membership to serve as a Director of the Board of the Club,
- (c) Each nomination must be in writing and signed by the Proposer and Seconder, and signed by the Nominee, who must therein:
 - (i) state that he or she consents to the nomination;
 - (ii) confirm that he or she is eligible to be elected.
- (d) The closing date for nominations will be not less than 14 days before the Annual General Meeting.
- (e) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the proposers on the Club Notice Board.
- (f) If at the close of nominations the number of candidates duly nominated is the same as the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting.
- (g) If at close of nominations the number of candidates duly nominated is less than the number to be elected, the candidates so nominated will be declared elected at the Annual General Meeting. Further nominations may be called for at the meeting, and if

the number of candidates so nominated exceeds the number required for the remaining vacancies, an election for those vacancies will be conducted in accordance with procedures determined by the Board.

- (h) If at the close of nominations the number of candidates duly nominated is more than the number required to be elected, a ballot will be taken in the following manner.
- (i) The Board will appoint a Returning Officer who will have charge of the ballot.
- (j) All members who have a right to vote at a General Meeting may vote to elect sufficient Directors required to be elected under these Rules at that time.
 - (i) The ballot will be conducted at the Annual General Meeting.
 - (ii) The Board will appoint a Returning Officer who will have charge of the ballot. A candidate for election or a proposer or seconder of any candidate must not be appointed as the Returning Officer.
 - (iii) The Returning Officer will determine by lot the position of candidates' names on the ballot.
 - (iv) The Returning Officer will supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers, voting by electronic means if that is allowed for the election, and the counting of votes after the ballot is closed, and will report the result of the ballot to the Annual General Meeting.
 - (v) A vote may be marked on the ballot paper or in an electronic ballot if allowed for the election, for any number of candidates equal to or less than the number of vacancies to be filled.
 - (vi) Subject to Rule 16.4(k)(v), the Returning Officer may prescribe the manner in which votes are to be marked on the ballot paper or recorded in an electronic vote if applicable.
 - (vii) The decision of the Returning Officer as to the validity or formality of any vote will be final and conclusive.
 - (viii) If there is an equality of votes affecting the election of any candidates then the Returning Officer will determine by lot from those tied candidates, the candidate who is to be elected.
- (k) The Board may make by-laws regulating all matters in connection with the conduct of an election not otherwise provided by this Constitution including providing for voting by electronic means.
- (l) The Chairperson, the Vice Chairperson and Treasurer are not directly elected by members but are appointed by the Directors in accordance with Rule 16.1(d).

16.5 Vacancies on the Board

- (a) Subject to this Constitution, the members in General Meeting may by ordinary resolution remove any Director or Directors before the expiration of their period of office, in accordance with the Corporations Act, and may by ordinary resolution appoint another eligible member or members in their place.
- (b) Any member so appointed will hold office only during such time as the Director in whose place they are appointed would have held the same if they had not been so removed.
- (c) In addition to the circumstances in which the office of a Director becomes vacant by law or under this Constitution, the office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) is absent from three successive Board meetings without leave of absence from the Board;
 - (iii) resigns by notice in writing to the Secretary;
 - (iv) becomes of unsound mind or physically or mentally incapable of performing the

- duties of the office as resolved by the Board;
- (v) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
 - (vi) becomes an employee of the Club;
 - (vii) ceases to be a Financial Member of the Club;
 - (viii) ceases to be eligible to be elected to office on the Board;
 - (ix) ceases to be a member of the Club;
 - (x) is a director of any other registered club at the time the Authority appointed an administrator to that registered club pursuant to section 57H(2)(h) of the Registered Clubs Act, at any time within the last 6 years;
 - (xi) has been removed from office as a director or secretary of any other registered club by the Authority, at any time within the last 6 years;
 - (xii) has been disqualified from holding a liquor licence or being the manager of liquor licensed premises, at any time within the last 6 years;
 - (xiii) has been declared by the Authority to be ineligible to stand for election or to hold office in the position of secretary or director of any other registered club, at any time within the last 6 years; or
 - (xiv) is convicted of an indictable offence.
- (d) The Board may at any time appoint an eligible member to the Board to fill a casual vacancy. A Board member so appointed holds office until the next general meeting at which members of the governing body are to be elected.

17 Operation of the Club

17.1 Powers and duties of the Board

- (a) The business of the Club is to be managed by or under the direction of the Board.
- (b) Except as otherwise required by the Corporations Act, any other applicable law, or this Constitution, the Board:
 - (i) has the power to manage the business and affairs of the Club; and
 - (ii) may exercise every right, power or capacity of the Club which is not by law or by this Constitution otherwise required to be exercised by the Club in a General Meeting.

17.2 Property

The Board may sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to compliance with the Registered Clubs Act.

17.3 By-laws

- (a) The Board may make any 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.
- (b) The Board may at any time amend or rescind any such by-laws.
- (c) Any such by-laws and any amendments to such by-laws, come into force on being posted on the Club noticeboard.

17.4 Committees

- (a) The Board may constitute committees comprised of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board.
- (b) The Chairperson has the right ex officio to be a member of all such committees.
- (c) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present at the meeting in person or, if applicable, by virtual attendance. The chairperson will have a deliberative vote only. The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.

17.5 Sections

- (a) The Board may create sections and committees for such sections for the conduct, management and control of all or any games, sporting or other activities in which the Club is engaged or interested.
- (b) The Board may determine the Financial Members eligible to participate in such sections and such committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.
- (c) The Board may allow a section or section committee to open an account in the name of the section in such bank or financial institution as the Board approves, provided that only persons authorised by the Board to do so operate such accounts. The Board may at any time withdraw an authority to operate such an account and may take over the operation of the account and deal with the money in the account as property of the Club.
- (d) Subject to the absolute control and supervision of the Board, each such section or committee created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- (e) Subject to this Rule 17.5, the Constitutions and Rules or by-laws of each such section created under this Constitution may be amended by ordinary resolution of the members 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 will have effect unless and until it has been approved by the Board.
- (f) The Board may pass by-laws for the control and regulation of such sections and committees and also terminate and dissolve any such sections or committees or reconstitute them on a similar or different basis.
- (g) Without limiting the generality of Rules 8.3(e) and 17.5, the Board may make by-laws following the adoption of a new Constitution or amendment of the section provisions of the Constitution including, without limitation:
 - (i) amending the eligibility for membership of sections;
 - (ii) transferring members from one section to another;
 - (iii) changing the names of sections;
 - (iv) amending or revoking the by-laws of a section.

18 Proceedings of the Board

18.1 Board Meetings

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least once in each quarter and minutes of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
- (b) The Chairperson may at any time, and the Secretary must on the requisition of 3 Directors, convene a Board meeting.
- (c) The quorum for meetings of the Board is a majority.
- (d) A Board meeting may be called using any technology which is reasonable for that purpose.
- (e) A Board meeting may be held using any technology which is reasonable for that purpose and may, without limitation 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.
- (f) The Chairperson is entitled to chair Board meetings. If the Chair is absent or unable or unwilling to act then the Vice Chairperson will chair the Board meeting. If both the Chairperson and the Vice Chairperson are absent or unable or unwilling to act, the Directors present must elect one of their number to chair the Board meeting.
- (g) All acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

18.2 Notice of Board Meeting

Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given.

18.3 Continuing Directors

If there is a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:

- (a) for the purpose of requesting the members to appoint additional Directors;
- (b) to convene a General Meeting; or
- (c) to fill casual vacancies on the Board.

18.4 Voting

Subject to this Constitution, a resolution at a Board meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. The chairperson will have a deliberative vote only.

18.5 Written Resolution

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. An electronic signature by a Director will be

acceptable for this purpose unless otherwise provided by law.

- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

18.6 Attendance of Non-Directors

The Chairperson or a majority of the Directors may request the attendance at any Board meeting of any person who in their opinion may be able to assist the Board in any matter under consideration.

18.7 Procedure at Board Meetings

Subject to this Constitution and the Corporations Act, the procedure to be followed at a Board meeting will be as the Board decides.

19 Directors' duties and interests

19.1 Interests

- (a) For the purposes of this Rule 19, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a Material Personal Interest under the Corporations Act.
- (b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:
 - (i) the nature and extent of the interest;
 - (ii) the relation of the interest to the affairs of the Club; and
 - (iii) any other information the Director is required to disclose under the Corporations Act.
- (c) A Director does not need to give notice of an interest under Rule 19.1(b) if he or she is not required to do so under the Corporations Act. However this does not affect the Director's obligations under the Registered Clubs Act and Registered Clubs Accountability Code.
- (d) A Director who is required to disclose a Material Personal Interest to the Club under this Constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

19.2 Effect of Director having a Material Personal Interest

Each Director must comply with the Corporations Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest.

19.3 Standing disclosure

A Director may disclose a Material Personal Interest in the form of a standing notice to the other Directors with ongoing effect in accordance with the Corporations Act.

19.4 Accountability Code

Directors must comply with the Registered Clubs Accountability Code as amended from time to time in accordance with the Registered Clubs Act.

20 Secretary

Only 1 Secretary may be appointed by the Board at any time. The Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

21 General Meetings

21.1 The Annual General Meeting

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All General Meetings other than Annual General Meetings shall be called General Meetings.

21.2 General Meetings

- (a) The Board may convene a General Meeting whenever it considers fit.
- (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.
- (c) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.
- (d) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
- (e) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- (f) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

21.3 Notice

- (a) At least 21 days' notice specifying;
 - (i) the place, day and hour of a General Meeting;
 - (ii) if virtual attendance will be allowed, how that can be accessed;
 - (iii) if voting by electronic means will be allowed, how that can be accessed;
 - (iv) if a special resolution is to be proposed at the meeting, a statement of the intention to propose the resolution and a statement of the resolution; and
 - (v) a call for nominations for any positions on the Board which will become vacant at the General Meeting

must be given to all members entitled to attend the meeting and to any other persons to whom notice of the meeting must be given in accordance with the Corporations Act.

- (b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to, or the non-receipt of the notice of the meeting by, any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

21.4 Quorum

- (a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:
 - (i) for a General Meeting which is called by, or upon the request of, members, not less than 50 members who are present, and entitled to vote; and
 - (ii) for any other General Meeting and the Annual General Meeting, not less than 30 members who are present and entitled to vote.
- (b) If within 30 minutes from the time appointed for any General Meeting a quorum is not present:
 - (i) If the meeting has been convened upon by or the request of members, the meeting is dissolved;
 - (ii) In any other case the meeting will stand adjourned to:
 - (A) the same day in the next week at the same time and place; or
 - (B) to another day, time and place determined by the Board, but such period shall be less than 1 month.
- (c) If a quorum is not present at a General Meeting resumed after an adjournment under Rule 21.4(b)(ii), the members who are present will be a quorum and may transact the business for which the meeting was called.

21.5 Proceedings

- (a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:
 - (i) Confirmation of the minutes of the previous General Meeting;
 - (ii) the consideration of the annual financial report, Directors' report and auditor's report;
 - (iii) the election of Directors;
 - (iv) the appointment of the auditor; and
 - (v) the fixing of the auditor's remuneration.
- (a) If present the Chairperson shall chair a General Meeting. If the Chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice Chairperson will chair the meeting. If the Vice Chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members present will elect a Director or 1 of their number to chair the meeting. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chairperson or by not less than 5 members) and the chairperson of the meeting shall have a deliberative vote only. If virtual attendance is allowed, persons who are virtually attending may vote on a show of hands.
- (b) At a 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.
- (c) A poll demanded on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chairperson directs. A poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.

- (d) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:
 - (i) only unfinished business is to be transacted at a General Meeting resumed after an adjournment;
 - (ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date; and
 - (iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.
- (e) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (f) Any member who wishes to bring before an Annual General Meeting any business not relating to the ordinary business of the meeting must give notice in writing to the Secretary not later than 30 days prior to the 12 month anniversary of the last Annual General Meeting. No such business shall come before the meeting unless such notice has been given.
- (g) A challenge by a member to another member's right to vote at a General Meeting:
 - (i) May only be made at the meeting; and
 - (ii) Must be determined by the chairperson, whose decision is final.

22 Accounts and audit

22.1 Financial year

The financial year of the Club shall commence on the first day of June and ends on the last day of May in each year or, subject to the Corporations Act, be for such other period as the Board may determine.

22.2 Keeping accounts

The Board must cause the Club to keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance;
- (b) would enable true and fair financial statements to be prepared and audited.

22.3 Right of Access

A Director has a right of access to financial records of the Company at all reasonable times and after providing reasonable notice.

22.4 Financial Report

If required by the Corporations Act, the Board must cause the Club to prepare a financial report and a Directors' report that comply with the Corporations Act and must report to the members in accordance with the Corporations Act.

22.5 Audit

If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

23 Executing documents

23.1 Common Seal

- (a) The Club will not have a common seal unless the Board resolves to adopt one. Any common seal adopted by the Board may only be used with the authority of the Board.
- (b) The fixing of the common seal, or any duplicate seal, to a document must be witnessed:
 - (i) by 2 Directors;
 - (ii) by 1 Director and the Secretary; or
 - (iii) by any other way resolved by the Board.

23.2 Signing documents

- (a) The Club may execute a document (including a deed) without using the common seal if that document is signed by:
 - (i) 2 Directors; or
 - (ii) 1 Director and the Secretary.
- (b) Nothing in this Rule 23 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

24 Notices

24.1 Giving a notice

Subject to Rule 24.2, a notice may be given by the Club to any member either:

- (a) personally in physical form;
- (b) by sending the notice by post to the address of the member recorded for that member in the register;
- (c) by sending the notice to the nominated electronic address (if any) for the member; or
- (d) by sending to the nominated electronic address for the member sufficient information for the member to access the notice electronically.

24.2 Election about manner of sending notices

- (a) A member may elect to be sent all or some notices:
 - (i) in physical form;
 - (ii) in electronic formby notifying the Club of their election.
- (b) A member may from time to time vary an election made under Rule 24.2(a) by notifying the Club of their election.
- (c) A member may notify an election under Rule 24.2(a) or a variation under Rule 24.2(b) in writing or otherwise.

- (d) The Club must, unless excused from doing so by exceptions provided for in the Corporations Act section 110E(8), comply with an election under Rule 24.2(a) or variation of an election under Rule 24.2(b).

24.3 When notice is given

- (a) Where a notice is sent by post it is taken to be given:
 - (i) in the case of a notice convening a meeting, on the day after the day on which the notice was posted; or
 - (ii) in any other case, 3 days after the notice was posted.
- (b) Where a notice is sent by electronic means, the notice is taken to have been given on the business day after it was sent.
- (c) Where notice is given under Rule 24.1(d), the notice is taken to be given on the business day after the day on which the member is notified that the notice is available.

25 Indemnity

25.1 Indemnity

Subject to the Corporations Act, the Club must, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Club against a liability incurred by that person as an officer of the Club:

- (a) to a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and
- (b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under section 199A of the Corporations Act or otherwise by law.

25.2 Insurance

Subject to the Act, the Club may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

25.3 Former Officers

The indemnity in favour of officers under 25.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

26 Copy of Constitution

The Club must give a copy of this Constitution to any Full Member within 7 days if that member:

- (a) asks the Club in writing for a copy;
- (b) pays a fee (up to the fee prescribed by the Registered Clubs Act) if required by the Club.

27 Amendments to Constitution

This Constitution may be amended only by a resolution which is proposed as a special resolution and passed with at least 75% of votes cast by Financial Adult Registered Bowling members at a General Meeting.