

# CORPORATIONS ACT 2001

## CONSTITUTION

of

# CAMPSIE SOUTH BOWLING & RECREATION CLUB LIMITED

**ABN 58 001 050 040**

Adopted:

### **PIGOTT STINSON**

**Tel** +61 2 8251 7777  
**Email** [partners@pigott.com.au](mailto:partners@pigott.com.au)  
**Web** [www.pigott.com.au](http://www.pigott.com.au)

Level 3, 10 Barrack St  
Sydney NSW 2000  
(DX 125 Sydney)

GPO Box 3380  
Sydney NSW 2001

Liability limited by a scheme approved  
under Professional Standards Legislation  
ABN 82 680 297 642

# CONSTITUTION

of

## CAMPSIE SOUTH BOWLING & RECREATION CLUB LIMITED

ABN 58 001 050 040

### 1. NAME

1.1. The name of the company is Campsie South Bowling & Recreation Club Limited.

### 2. PRELIMINARY

2.1. The Company is a non-proprietary Company.

2.2. The Company is established for the purposes set out in this Constitution.

2.3. Pursuant to section 135(2) of the Act, all replaceable rules referred to in the Act are displaced or modified as provided in this Constitution.

### 3. INTERPRETATION

3.1. This Constitution is to be read and interpreted subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions of this Constitution are inconsistent with the Registered Clubs Act the provisions of the Registered Club Act will prevail.

3.2. Words meaning any gender include the other genders.

3.3. A reference to "writing" will unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail, Short Message Service (SMS), or text message.

### 4. SEVERANCE

4.1. If any part of this Constitution is declared invalid or unenforceable at law then:

4.1.1. That part of this Constitution is to be read down if possible, so as to be valid and enforceable; or

4.1.2. If it is not possible to read down that part, then that part will be severed to the extent of that invalidity or unenforceability, and will not affect any of the other provisions of this Constitution.

### 5. DEFINITIONS

5.1. In this Constitution unless there is something in the subject or context inconsistent therewith:

**"The Act"** means the Corporations Act 2001.

**"Board"** means the Board of Directors of the Club.

**"By-Laws"** shall mean the By-Laws made in accordance with this Constitution.

**“Club”** means the Campsie South Bowling and Recreation Club Limited ABN 58 001 050 040.

**“Club Notice Board”** means a board designated as such within the Club premises.

**“Constitution”** means this Constitution.

**“Financial member”**. A member shall not be a financial member of the Club if:

- i) the member’s subscription or any part thereof has not been paid in accordance with Rule 28; or
- ii) any money (other than a member’s subscription) owing by that member to the Club has remained unpaid at the expiration of thirty days from service on that member of a notice from the Club requiring payment thereof; and
- iii) in either case that member shall be and remain unfinancial until the full amount owing is paid to the Club.

**“Full member”** means any person who is in one of the categories of membership referred to in Rule 11.2.

**“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.

**“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.

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

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

**“Organised game of bowls”** shall mean a game of bowls organised by the Men’s or Women’s Bowls Management Committees including, but not limited to, pennant, championship, inter-club events or social games.

**“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.

**“Rules”** means the rules comprising this Constitution.

**“Secretary”** includes any person appointed by the Board to carry out the duties and responsibilities of Company Secretary for the purpose of the Registered Clubs Act.

**“Special Resolution”** has the meaning assigned thereto by the Act.

**“Sub club”** means any sporting club, incorporated or otherwise, that is or has been established and is affiliated or becomes affiliated with the Club.

Words importing the singular number also include the plural and vice versa.

## 6. **OBJECTIVES**

The objectives of the Club are:

- 6.1. To promote and conduct the game of lawn bowls, social and educational undertakings, and such other sports, games, amusements, entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.
- 6.2. To acquire, construct, establish, provide, maintain and conduct social, educational and sporting facilities, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain clubhouses and other buildings containing such amenities and conveniences as the Club may from time to time determine.
- 6.3. To apply for and maintain a Club Licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities or licences as may be required or conveniently used in connection with the Club.
- 6.4. To establish, conduct and carry out any sports tournaments or amusements or to cooperate with any company or companies, person or body or bodies of persons or individuals in establishing, conducting and carrying out the same.
- 6.5. To purchase, sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to, account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act.
- 6.6. To raise money by entrance fees, subscriptions, levies, general trading and charges and to grant any rights and privileges to members.
- 6.7. To buy, prepare, make, supply, sell and deal in all kinds of provisions, apparatus and equipment used in connection with the Club's activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the facilities, amenities or premises of the Club.
- 6.8. To borrow or raise money or secure the payment of money in such manner as the Club may determine and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Club's property both present and future or by bank overdraft mortgages, bills of sale or otherwise and to purchase, redeem or pay off any such securities.
- 6.9. To invest or deal with the money of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.
- 6.10. To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other negotiable or transferable instruments of any description.
- 6.11. To make donations from time to time to such persons or organisations as the Club may think directly or indirectly conducive to its objects or otherwise expedient.
- 6.12. In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.

- 6.13. To hire, employ, control and dismiss employees, workers, contractors and any other persons.
- 6.14. To amalgamate with any other company, association or Club having objectives all together or in part similar to the Club and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Club under and by virtue of this Constitution.
- 6.15. To do all such other things as are incidental or conducive to the attainment of all or any part of the above objectives.

## **7. INCOME AND PROPERTY OF THE CLUB**

- 7.1. The income and property of the Club shall be applied solely towards the promotion of the objectives of the Club as set forth in this Constitution. No portion of the income or property of the Club 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.
- 7.2. 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 Director or a Member of any committee of the Club shall not be entitled under the Constitution 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.
- 7.3. 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 Constitution 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.
- 7.4. A Director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 7.5. Subject to Rule 7.6 nothing in this Constitution shall prevent the payment;
  - 7.5.1. in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club.
  - 7.5.2. in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered.
  - 7.5.3. of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent by a Member to the Club.
  - 7.5.4. of reasonable and proper rent for premises demised or let by any Member to the Club.
- 7.6. A Director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties as a director except by way of;
  - 7.6.1. an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act.

- 7.6.2. repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

## **8. LIMITED LIABILITY**

- 8.1. The liability of the members is limited.

## **9. MEMBERS' GUARANTEE AND APPLICATION OF PROPERTY ON DISSOLUTION**

- 9.1. Every Member undertakes to contribute to the assets of the Company an amount not exceeding two dollars (\$2.00) in the event of the Company being wound up during the time they are a Member or within 1 year after that person ceases to be a member for the payment of the debts and liabilities of the Company as contracted before the time at which they ceased to be a Member.
- 9.2. If upon the winding up or dissolution of the Company, there remains after the satisfaction of all debts and liabilities any income or property whatsoever such income or property will not be paid to or distributed in any form to Members.
- 9.3. Any income or property that remains after winding up or dissolution of the Company must be given or transferred to some other club, organisation or institution having similar objects as the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- 9.4. The institution referred to in Rule 9.3 shall be determined by a majority of members passing a resolution at a General Meeting at or before the time of dissolution, and if there is no resolution passed at such General Meeting or in default thereof, by the Supreme Court of New South Wales.

## **10. LIQUOR AND GAMING**

- 10.1. 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. This Rule 10.1 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(1) of the Registered Clubs Act.
- 10.2. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 10.3. A person under the age of 18 years must not use or operate poker machines on the premises, or place a wager on any other form of gaming, including but not limited to wagering, Keno or sports betting.
- 10.4. Subject to section 10(7) of the Registered Clubs Act the Secretary or any employee, Director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 10.5. Subject to section 73(2)(b) 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.

- 10.6. Subject to section 74(2) 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.

## **11. MEMBERSHIP**

- 11.1. No person under the age of 18 years shall be admitted as a member of the Club other than a Junior Member in accordance with this Constitution.
- 11.2. The full membership of the Club shall be divided into the following categories:
- 11.2.1. Bowling Members;
  - 11.2.2. Pensioner Bowling Members;
  - 11.2.3. Social Bowling members;
  - 11.2.4. Social members;
  - 11.2.5. Junior members;
  - 11.2.6. Life Members;
  - 11.2.7. Hurlstone Park Bowling Life Members;
  - 11.2.8. Hurlstone Park Bowling Members;
  - 11.2.9. Hurlstone Park Social members;
  - 11.2.10. Associate members.
- 11.3. Persons who are not full members may, in accordance with this Constitution, be admitted to the Club as:
- 11.3.1. Provisional Members;
  - 11.3.2. Honorary Members;
  - 11.3.3. Temporary Members.
- 11.4. The Board shall have the power to create additional categories of membership and determine the eligibility requirements and entitlements of such additional categories of membership.
- 11.5. The number of Full members having the right to vote in the election of the Board shall be not less than the minimum prescribed by the Registered Clubs Act.

## **ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP**

### **12. BOWLING MEMBERS**

- 12.1. Bowling members shall be persons who have attained the age of eighteen (18) years and are elected to Bowling membership of the Club together with all those persons listed as Bowling members in the register of members as at the date of the approval of the special resolution adopting this Constitution.

- 12.2. Bowling Members shall pay such entrance fee (if any), green fees and annual subscription as the Board may determine from time to time.
- 12.3. Bowling Members are entitled to:
- 12.3.1. all the social privileges and advantages of the Club;
  - 12.3.2. all the playing privileges of the Club;
  - 12.3.3. attend and vote at Annual General Meetings and General Meetings of the Club;
  - 12.3.4. nominate for and be elected to hold office on the Board;
  - 12.3.5. vote in the election of the Board;
  - 12.3.6. vote on any Special Resolution, including any Special Resolution to amend this Constitution;
  - 12.3.7. propose, second or nominate any eligible person for membership of the Club;
  - 12.3.8. propose, second or nominate any eligible member for any office of the Club;
  - 12.3.9. propose, second or nominate any eligible member for Life Membership;
  - 12.3.10. introduce guests to the Club.

### **13. PENSIONER BOWLING MEMBERS**

- 13.1. Pensioner Bowling members shall be persons who have attained the age of eighteen (18) years and are elected to Pensioner Bowling membership of the Club together with all those persons listed as Pensioner Bowling members in the register of members as at the date of the approval of the special resolution adopting this Constitution.
- 13.2. Pensioner Bowling Members are eligible to receive reduced membership fees, as the Board may determine from time to time, if they have reached retirement age and are paid a government allowance managed by Centrelink, or can demonstrate that they are entitled to a government pension to the satisfaction of the Board.
- 13.3. Pensioner Bowling Members are entitled to:
- 13.3.1. all the social privileges and advantages of the Club;
  - 13.3.2. all the playing privileges of the Club;
  - 13.3.3. attend and vote at Annual General Meetings and General Meetings of the Club;
  - 13.3.4. nominate for and be elected to hold office on the Board;
  - 13.3.5. vote in the election of the Board;
  - 13.3.6. vote on any special resolution to amend this Constitution;

- 13.3.7. propose, second or nominate any eligible person for membership of the Club;
- 13.3.8. propose, second or nominate any eligible member for any office of the Club;
- 13.3.9. propose, second or nominate any eligible member for Life Membership;
- 13.3.10. introduce guests to the Club

#### **14. SOCIAL BOWLING MEMBERS**

- 14.1. Social Bowling members shall be persons who have attained the age of eighteen (18) years and are elected to Social Bowling membership of the Club together with all those persons listed as Social Bowling members in the register of members as at the date of the approval of the special resolution adopting this Constitution.
- 14.2. Social Bowling Members shall pay such entrance fee (if any), green fees and annual subscription as the Board may determine from time to time.
- 14.3. Social Bowling Members are entitled to:
  - 14.3.1. all the social privileges and advantages of the Club;
  - 14.3.2. social playing privileges of the Club as determined by the Board from time to time;
  - 14.3.3. vote in the election of the Board;
  - 14.3.4. attend the Annual General Meeting or a General Meeting of the Club;
  - 14.3.5. propose, second or nominate any eligible person for Social Membership of the Club;
  - 14.3.6. introduce guests to the Club.
- 14.4. Social Bowling Members shall not be entitled to:
  - 14.4.1. nominate for and be elected to hold office on the Board;
  - 14.4.2. vote on any special resolution to amend this Constitution;
  - 14.4.3. propose, second or nominate any eligible member for any office of the Club;
  - 14.4.4. propose, second or nominate any eligible member for Life Membership;
  - 14.4.5. the playing privileges of the Club available through membership of a bowling sub-club.

#### **15. SOCIAL MEMBERS**

- 15.1. Social members shall be persons who have attained the age of eighteen (18) years and are elected to Social membership of the Club together with all those persons listed as Social members in the register of members as at the date of the approval of the special resolution adopting this Constitution.

- 15.2. Social Members shall pay such entrance fee (if any) and annual subscription as the Board may determine from time to time.
- 15.3. Social Members are entitled to:
- 15.3.1. all the social privileges and advantages of the Club;
  - 15.3.2. social playing privileges of the Club as determined by the Board from time to time;
  - 15.3.3. attend the Annual General Meeting to vote in the election of the Board;
  - 15.3.4. propose, second or nominate any eligible person for Social Membership of the Club;
  - 15.3.5. introduce guests to the Club.
- 15.4. Social Members shall not be entitled to:
- 15.4.1. playing privileges of the Club;
  - 15.4.2. nominate for and be elected to hold office on the Board;
  - 15.4.3. vote on any special resolution to amend this Constitution;
  - 15.4.4. propose, second or nominate any eligible member for any office of the Club;
  - 15.4.5. propose, second or nominate any eligible member for Life Membership.

## **16. JUNIOR MEMBERS**

- 16.1. Junior Members shall be persons who have attained the age of ten (10) years but who have not attained the age of eighteen (18) years and who have been elected as Junior Members and have paid the entrance fee (if any) and the applicable annual subscription.
- 16.2. A person shall not be admitted as a Junior Member of the Club unless the Board:
- 16.2.1. is satisfied that the person is joining the Club for the purpose of playing sport as a member of the Club;
  - 16.2.2. has received from that person's parent or guardian written consent to that person becoming a Junior Member of the Club and taking part in the sporting activities organised by a sub-club of the Club; and
  - 16.2.3. is satisfied that the person will take part in regular sporting activities organised by a sub-club of the Club.
- 16.3. Subject to the provisions of the Registered Clubs Act, a Junior Member shall be entitled to the use of such of the playing and social facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- 16.3.1. attend and vote at any meeting of the Club;
  - 16.3.2. take part in the management of the Club;

- 16.3.3. propose, second or nominate any eligible person for membership of the Club;
  - 16.3.4. propose, second or nominate any eligible member for any office of the Club;
  - 16.3.5. propose, second or nominate any eligible member for Life Membership;
  - 16.3.6. introduce guests to the Club.
- 16.4. Upon attaining the age of 18 years a Junior Member shall be transferred to another category of full membership of the Club.

## **17. LIFE MEMBERS**

- 17.1. A Life Member shall be any member who has a minimum (10) years consecutive membership and in consideration of their long and meritorious service to the Club and who satisfies any other criteria for Life membership as determined by the Board, has been granted Life membership of the Club in accordance with this Constitution.
- 17.2. Life Membership may be conferred at an Annual General Meeting or General Meeting of the Club.
- 17.3. Candidates for Life Membership shall be proposed by one and seconded by another Life Member, Hurlstone Park Bowling Life member, financial Bowling member or Pensioner Bowling member. All nominations must be in writing and be submitted to the Secretary for consideration by the Board of Directors.
- 17.4. If a nomination for Life Membership is approved by the Board, the nomination shall be referred to the next Annual General Meeting or General Meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- 17.5. If a nomination for Life Membership is approved by a resolution passed by not less than a three-quarters majority of the members present and voting at the General Meeting, the person nominated shall thereby be a Life Member of the Club.
- 17.6. Every Life Member shall be entitled to all the rights and privileges of a Bowling member.
- 17.7. A Life Member is relieved from the payment of any annual subscription(s).

## **18. HURLSTONE PARK BOWLING LIFE MEMBERS**

- 18.1. The category of Hurlstone Park Bowling Life members is a closed category of membership.
- 18.2. In accordance with an ordinary resolution passed unanimously by the members of the Club on 22 April 2018, all Life Members of Hurlstone Park Bowling Club were admitted to Hurlstone Park Bowling Life Membership of the Club.
- 18.3. A Hurlstone Park Bowling Life member shall be any member who in accordance with Rule 18.2 has been granted Hurlstone Park Bowling Life membership or was recorded in the Register of Members as a Hurlstone Park Bowling Life member of the Club at the date of the adoption of this Constitution.

- 18.4. Every Hurlstone Park Bowling Life member shall be entitled to all the rights and privileges of a Life member.
- 18.5. A Hurlstone Park Bowling Life member is relieved from the payment of any annual subscription.

## **19. HURLSTONE PARK BOWLING MEMBERS**

- 19.1. The category of Hurlstone Park Bowling members is a closed category of membership.
- 19.2. In accordance with an ordinary resolution passed unanimously by the members of the Club on 22 April 2018, all Bowling members of Hurlstone Park Bowling Club were admitted to Hurlstone Park Bowling Membership of the Club.
- 19.3. A Hurlstone Park Bowling member shall be any member who in accordance with Rule 19.2 has been granted Hurlstone Park Bowling membership or was recorded in the Register of Members as a Hurlstone Park Bowling member of the Club at the date of the adoption of this Constitution.
- 19.4. Every Hurlstone Park Bowling member shall:
  - 19.4.1. be entitled to all the rights of Bowling members; and
  - 19.4.2. not be required to pay membership subscription of the Club and affiliation fees with Bowling NSW until 20 July 2028;
  - 19.4.3. be provided with a bowls uniform from time to time;
  - 19.4.4. be provided transport (either organised or by cab vouchers) for social or tournament events at the Club premises for three years from completion of amalgamation, i.e. ending on 20 July 2021.

## **20. HURLSTONE PARK SOCIAL MEMBERS**

- 20.1. The category of Hurlstone Park Social members is a closed category of membership.
- 20.2. In accordance with an ordinary resolution passed unanimously by the members of the Club on 22 April 2018, all Social members of Hurlstone Park Bowling Club were admitted to Hurlstone Park Social Membership of the Club.
- 20.3. A Hurlstone Park Social member shall be any member who in accordance with Rule 20.2 has been granted Hurlstone Park Social membership or was recorded in the Register of Members as a Hurlstone Park Social member of the Club at the date of the adoption of this Constitution.
- 20.4. Every Hurlstone Park Social member shall:
  - 20.4.1. be entitled to all the rights of Social members; and
  - 20.4.2. not be required to pay annual membership subscriptions for a period of five years until 20 July 2023;
  - 20.4.3. be provided transport (either organised or by cab vouchers) for special events at the Club premises for three years from completion of amalgamation, ending on 20 July 2021.

## **21. ASSOCIATE MEMBERS**

- 21.1. Associate members shall be persons who have attained the age of eighteen (18) years and are elected to Associate membership of the Club together with all those persons listed as Associate members in the register of members as at the date of the approval of the special resolution adopting this Constitution.
- 21.2. A person must be an employee of the Club to be eligible to be an Associate member.
- 21.3. Associate Members will pay an annual subscription as the Board may determine from time to time.
- 21.4. Associate Members are entitled to:
  - 21.4.1. all social privileges and advantages of the Club;
  - 21.4.2. introduce guests to the Club.
- 21.5. Associate Members are not entitled to:
  - 21.5.1. Social or playing privileges of the Club unless otherwise determined by the Board from time to time;
  - 21.5.2. attend and vote an Annual General Meetings and general meetings of the Club; and
  - 21.5.3. nominate for and be elected to hold office on the Board.

## **22. TRANSFER BETWEEN CLASSES OF MEMBERSHIP**

- 22.1. The Board shall have the power on the application of any member to transfer that member to another category of membership if that member has the qualifications for that other category of membership.
- 22.2. The Board shall have the power to transfer a Junior Member, who has attained the age of 18 years, to another category of full membership of the Club.
- 22.3. Any application for transfer of membership together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 22.4. A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 22.5. The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 22.3. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

## **23. PROVISIONAL MEMBERS**

- 23.1. Every person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the entrance fee (if any) and 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.

- 23.2. 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 the nomination form being given to the Secretary 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 entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 23.3. Provisional Members shall be entitled to:
- 23.3.1. the playing and social facilities of the Club as the Board may determine from time to time; and
- 23.3.2. introduce guests into the Club.
- 23.4. Provisional Members shall not be entitled to:
- 23.4.1. attend and vote at Annual General Meetings and general meetings of the Club;
- 23.4.2. nominate for and be elected to hold office on the Board;
- 23.4.3. vote in the election of the Board;
- 23.4.4. vote on any special resolution to amend this Constitution;
- 23.4.5. propose, second or nominate any eligible person for membership of the Club;
- 23.4.6. propose, second or nominate any eligible member for any office of the Club;
- 23.4.7. propose, second or nominate any eligible member for Life Membership.
- 23.5. The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

## **24. HONORARY MEMBERS**

- 24.1. The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- 24.1.1. the patron or patrons for the time being of the Club; and
- 24.1.2. any prominent citizen or local dignitary visiting the Club.
- 24.2. Honorary Members shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time.
- 24.3. Honorary Members 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 in the Club, or participate in the management, business and affairs of the Club in any way.

- 24.4. When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- 24.4.1. the name in full of the honorary member;
  - 24.4.2. the residential address of the honorary member;
  - 24.4.3. the date on which Honorary Membership is conferred; and
  - 24.4.4. the date on which Honorary Membership is to cease.

## **25. TEMPORARY MEMBERS**

- 25.1. The following persons, in accordance with procedures established by the Board, may be made Temporary Members of the Club:
- 25.1.1. Any person whose permanent place of residence in NSW is not less than a distance of five kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board and By-law pursuant to this Constitution.
  - 25.1.2. A full member (as defined by the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objectives similar to those of the Club.
  - 25.1.3. A full member (as defined by 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.
  - 25.1.4. Any interstate or overseas visitor.
- 25.2. Temporary Members shall not be required to pay an entrance fee or annual subscription.
- 25.3. 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.
- 25.4. Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with 35.11.
- 25.5. No person under the age of 18 years may be admitted as a Temporary Member of the Club unless that person is a Junior Member of another registered club and satisfies the requirements of Rule 35.3.
- 25.6. When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 25.1.3) first enters the Club premises on any day, the following particulars shall be entered in the Club's Register of Temporary Members:
- 25.6.1. the name in full of the Temporary Member;
  - 25.6.2. the residential address of the Temporary Member;
  - 25.6.3. the date on which Temporary Membership is granted; and

25.6.4. the signature of the Temporary Member.

25.7. A person may only be admitted to the Club as a Temporary member on four (4) occasions in any one financial year, unless otherwise authorised by the Board in writing.

## **26. VOTES OF MEMBERS**

26.1. Only Life Members, Pensioner Bowling Members, Bowling Members, Hurlstone Park Bowling Members and Hurlstone Park Bowling Life Members shall be entitled to attend and vote at any general meeting of the Club.

26.2. Social members, Social Bowling members and Hurlstone Park Social members can attend General Meetings of the Club but not vote except in relation to;

26.2.1. the election of the Board;

26.2.2. any resolution to remove any Director or Directors from the Board and any resolution to appoint any Director to the Board; and

26.2.3. any other matter provided for in the Registered Clubs Act.

26.3. Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.

26.4. No member of the Club who is also an employee of the Club shall be eligible to attend or vote at any meeting of the Club.

## **27. ELECTION OF MEMBERS**

27.1. A person shall not be admitted as a Full member of the Club unless that person is elected to membership by the Board of the Club.

27.2. The names of the members present and voting at that Board meeting shall be recorded by the Secretary of the Club.

27.3. The Board may reject any application for membership without assigning any reason for such rejection.

27.4. 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:

27.4.1. the full name of the applicant;

27.4.2. the residential address of the applicant;

27.4.3. the date of birth of the applicant;

27.4.4. the email address of the applicant;

27.4.5. a statement to the effect that the applicant agrees to be bound by the Constitution and By-Laws of the Club;

27.4.6. the signature of the applicant;

27.4.7. such other particulars as may be prescribed by the Board from time to time.

- 27.5. Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- 27.5.1. the joining fee (if any) and the appropriate subscription; and
  - 27.5.2. evidence of photo identification or such other form of identification as determined by the Board.
- 27.6. 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 evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- 27.7. The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain so posted for not less than seven days.
- 27.8. An interval of at least 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.
- 27.9. The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause the entrance fee (if any) and first annual subscription to be forwarded or posted to such person.
- 27.10. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club.

## **28. ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

- 28.1. Annual subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall be not less than \$2.00 (excluding GST) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 28.2. In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.
- 28.3. Any candidate elected during the last six 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 provided that it is not less than \$2.00 (excluding GST) or such other minimum prescribed under the Registered Clubs Act.
- 28.4. An applicant for membership who was formerly a member of the Club may, at the discretion of the Board, be elected to membership without payment of an entrance fee.
- 28.5. All subscriptions shall be due and payable on the first day of July in each year, or such other times as the Board may determine from time to time.
- 28.6. Any person who has not paid his or her subscription by the first day of July in each year shall cease to be entitled to the privileges of membership of the Club, and by

resolution of the Board may be removed from membership of the Club and the provisions of Rule 32 shall not apply to such resolution.

- 28.7. Each year the Secretary shall cause reasonable notice to be given in writing on display on the Club Notice Board of the due date for payment of subscriptions.
- 28.8. Any person who has been ceased being a member of the Club pursuant to Rule 28.6 may re-apply for membership in accordance with this Constitution.

## **29. NON-FINANCIAL MEMBERS**

- 29.1. Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 5) shall not be entitled to:
- 29.1.1. attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- 29.1.2. participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- 29.1.3. attend or vote at any meeting of the Club or any Sub club;
- 29.1.4. nominate or be elected or appointed to the Board or any committee of a Sub club;
- 29.1.5. vote in the election of the Board or any committee of a Sub club;
- 29.1.6. propose, second or nominate any eligible member for any office of the Club or any Sub club; or
- 29.1.7. propose, second or nominate any eligible member for Life membership.

## **30. REGISTERS OF MEMBERS AND GUESTS**

- 30.1. The Club shall keep the following registers:
- 30.1.1. A register of persons who are Full members of the Club. This register shall set forth in respect of each of those members:
- 30.1.1.1. the name in full;
- 30.1.1.2. the address;
- 30.1.1.3. the date of being first elected to membership of the Club; and
- 30.1.1.4. the date on which that member last paid the annual fee for membership of the Club (excluding honorary Life Members).
- 30.2. A register of persons who are Honorary Members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- 30.3. A register of persons who are Temporary Members shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.

- 30.4. 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 Section 31(1)(c) of the Registered Clubs Act.

**31. NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

- 31.1. Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.

**32. DISCIPLINARY PROCEEDINGS**

- 32.1. Subject to Rule 32.2, the Board shall have power to reprimand, suspend, expel or accept the resignation of any member, if that member:
- 32.1.1. wilfully refuses or neglects to comply with any of the provisions of this Constitution or any By-Law; or
  - 32.1.2. is, in the reasonable opinion of the Board;
  - 32.1.3. guilty of any conduct prejudicial to the interests or the Club;
  - 32.1.4. guilty of conduct which is unbecoming of a member; or
  - 32.1.5. guilty of conduct which shall render the member unfit for membership.
- 32.2. The following procedure shall apply to disciplinary proceedings of the Club:
- 32.2.1. A member shall be notified of:
    - 32.2.1.1. any charge against the member pursuant to Rule 32.1; and
    - 32.2.1.2. the date, time and place of the meeting of the Board at which the charge is to be heard.
  - 32.2.2. The member charged shall be notified of the matters in Rule 32.2.1 by notice in writing by a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which a charge is to be heard.
  - 32.2.3. 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.
  - 32.2.4. If the member fails to attend such meeting the charge 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.
  - 32.2.5. After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

- 32.2.6. When the Board has determined the issue of guilt, if the member charged is at the meeting the Board must inform the member whether or not the member has been found guilty.
- 32.2.7. If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- 32.2.8. No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a simple majority of the Directors present in person vote in favour of such motion.
- 32.2.9. The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 32.
- 32.2.10. 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.
- 32.3. If a notice of charge is issued to a member pursuant to Rule 32.2, the Secretary or the Board shall have power by resolution 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.
- 32.4. Subject to Rules 32.5 and 32.6, a member who:
- 32.4.1. incurs a debt to the Club; and
- 32.4.2. fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof
- may, by resolution of the Board, be suspended or expelled from membership.
- 32.5. A member shall be notified, by notice in writing sent by post to the member's last known address, at least fourteen (14) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 32.4.
- 32.6. The provisions of Rules 32.1 and 32.2 shall not apply to any member suspended or expelled pursuant to Rule 32.4.
- 32.7. Any member suspended pursuant to Rule 32.1 or 32.4 shall, during the period of such suspension, not be entitled to:
- 32.7.1. attend at the premises of the Club for any purpose without the permission of the Board;
- 32.7.2. participate in any of the social or sporting activities of the Club or any sub-club;
- 32.7.3. attend or vote at any meeting of the Club;
- 32.7.4. nominate or be elected or appointed to the Board;
- 32.7.5. propose, second or nominate any eligible person for membership of the Club;

- 32.7.6. propose, second or nominate any eligible member for any office of the Club;  
or
  - 32.7.7. propose, second or nominate any eligible member for honorary Life Membership.
- 32.8. Unless a court or tribunal determines otherwise, disciplinary proceedings (including without limitation, the outcome of disciplinary proceedings) shall not be invalidated or voided if the procedure set out in Rule 32.2 and 32.1 is not strictly complied with.

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

- 33.1. In addition to any powers under section 77 of the Liquor Act, the Secretary or a senior employee then on duty 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:
- 33.1.1. who is then intoxicated, violent, quarrelsome or disorderly, or not dressed in accordance with club by-laws;
  - 33.1.2. who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - 33.1.3. whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act;
  - 33.1.4. who hawks, peddles or sells any goods on the premises of the Club;
  - 33.1.5. who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
  - 33.1.6. who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or the senior employee then on duty suspects of being a prohibited drug or prohibited plant; or
  - 33.1.7. whom the Club, under the conditions of its certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 33.2. If pursuant to Rule 33.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 33.5) 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.
- 33.3. Without limiting Rule 33.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 33.1.1, 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.
- 33.4. Without limiting Rule 33.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 33.1.1, the person must not:
- 33.4.1. remain in the vicinity of the Club; or
  - 33.4.2. re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

- 33.5. Without limiting the provisions of section 77 of the Liquor Act, the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- 33.5.1. in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - 33.5.2. any employee authorised in writing by the Secretary to exercise such power.

#### **34. RESIGNATION AND CESSATION OF MEMBERSHIP**

- 34.1. A member may at any time resign from his or her membership of the Club by either:
- 34.1.1. giving notice in writing to the Secretary; or
  - 34.1.2. returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.
- 34.2. A resignation pursuant to 34.1 shall take effect from the date on which it is received by the Secretary, or the date on which the membership card is received by an officer of the Club.
- 34.3. Any member who has resigned pursuant to Rule 34.1 will not be entitled to any refund of membership fees or any part thereof unless the Board considers that there are circumstances warranting an ex gratia payment of the unexpired portion of his or her membership fees from the date of resignation.

#### **35. GUESTS**

- 35.1. Subject to Rule 35.2 all members except Junior Members shall have the privilege of introducing guests to the Club.
- 35.2. A Temporary member may only introduce a guest in accordance with Rule 35.11.
- 35.3. Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- 35.4. No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled or suspended from the Club or who has been refused admission to or turned out of the Club pursuant to Rule 33.
- 35.5. Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 35.6. The Board shall have power to make 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.
- 35.7. 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.
- 35.8. 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.

- 35.9. 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.
- 35.10. The Secretary or the senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 35.11. A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:
- 35.11.1. who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - 35.11.2. who does not remain on the Club premises any longer than that Temporary member;
  - 35.11.3. in relation to whom the member is a responsible adult.
- 35.12. For the purposes of Rule 35.11.3 “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- 35.12.1. a parent, step-parent or guardian of the minor; or
  - 35.12.2. the minor’s spouse or de facto partner;
  - 35.12.3. for the time being, standing in as the parent of the minor.

## **36. BOARD OF DIRECTORS**

- 36.1. The Board shall consist of a President, Vice President, Treasurer and up to four Ordinary Directors.
- 36.2. The Board shall be elected annually in accordance with this Constitution. The Directors will hold office from the time they were elected or appointed, until the conclusion of the next Annual General Meeting when they must retire but will be eligible for re-election.
- 36.3. Only the following members who have been members for two consecutive calendar years immediately preceding the date on which they are elected or appointed to the Board shall be entitled to stand for and be elected or appointed to the Board:
- 36.3.1. Bowling members;
  - 36.3.2. Pensioner Bowling members;
  - 36.3.3. Life members;
  - 36.3.4. Hurlstone Park Bowling Life members;
  - 36.3.5. Hurlstone Park Bowling members.
- 36.4. A member who is:
- 36.4.1. an employee; or
  - 36.4.2. currently under suspension pursuant to Rule 32;

- 36.4.3. not a Financial member,  
shall not be eligible to stand for or be elected or appointed to the Board.
- 36.5. A member is ineligible to be nominated for or be elected or appointed to the Board if that member:
- 36.5.1. has been cited to appear before the Board on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of five (5) years immediately prior to the date determined for the next Annual General Meeting; or
  - 36.5.2. has at any time been convicted of an indictable offence; or
  - 36.5.3. is a former employee of the Club whose services were terminated by the Club for misconduct.
  - 36.5.4. was an employee of the Club, or any club that has amalgamated with the Club, within the period of five (5) years prior to nomination, election or appointment to the Board.
- 36.6. 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 within 12 months of the date they are elected to the Board of Directors of the Club.

## **37. ELECTION OF BOARD**

- 37.1. The election by ballot of the Board, either by electronic or any other means determined by the Board not inconsistent with this Constitution, shall be conducted in the following manner:
- 37.1.1. nominations for election to the Board shall close on a date to be determined by the Board, but no later than 14 days prior to the date of the AGM.
  - 37.1.2. Notice of the date and time of the last day for receiving nominations for office shall be posted on the Club Notice Board twenty-one (21) days prior to the last day for receiving nominations for office.
  - 37.1.3. Nominations for election of a Director must be made in writing on the form provided for this purpose, and signed by two eligible members (being Life members, Bowling members, Pensioner Bowling members, Hurlstone Park Bowling Life members and Hurlstone Park Bowling members) and by the nominee who shall also signify that member's consent to the nomination.
  - 37.1.4. An eligible member may be nominated for more than one office.
  - 37.1.5. A nomination form may be withdrawn at any time prior to the close of nominations.
  - 37.1.6. The Secretary shall, after establishing the formality and validity of the nomination and the candidate, post the name of the candidate on the Club Notice Board. The Secretary shall keep records of all nominations.
  - 37.1.7. If the full number of candidates for election to any position on the Board is not nominated then those candidates who are nominated shall be declared

elected to the Board and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.

- 37.1.8. If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.
- 37.1.9. If there is more than the required number nominated for any position, an election by secret ballot shall take place in respect of that position. Each candidate involved may be given the opportunity to provide a brief personal profile to be included with the ballot papers. The opportunity to include the brief personal profile will at all times be subject to Board approval.
- 37.1.10. The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time.
- 37.1.11. The Board shall appoint a Returning Officer and Deputy Returning Officer to take charge of the ballot. The Returning Officer and Deputy Returning Officer shall be either:
- 37.1.11.1. Board appointed independent external persons/organisations, for example the NSW Electoral Commission; or
  - 37.1.11.2. Life Members, Bowling Members or Pensioner Bowling Members who shall not be candidates in the election or members of the current Board.
- 37.1.12. The Returning Officer shall control the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers, the counting of votes and shall report the result of the ballot to the Annual General Meeting.
- 37.1.13. Ballot papers bearing the names of all candidates for each contested office shall be available for every member entitled to vote in the election of the Board from the Club during such hours as may be determined by the Board from time to time.
- 37.1.14. The number of nominees (being the number required to be elected) with the highest number of votes will be those elected.
- 37.1.14.1. Positions on the ballot paper will be determined by the returning officer or their nominee who will, in the presence of at least three (3) members, draw the names of nominated members from a hat. The order the names are drawn from the hat will be the order in which nominees are to be listed on the ballot paper, with such nominations being listed from the top of the ballot paper in accordance with the order of drawing.
  - 37.1.14.2. The Returning Officer or their nominee will undertake the process referred to in Rule 37.1.14.1 at least one (1) day prior to the commencement of the ballot.
- 37.1.15. Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- 37.1.16. The returning officer and the electoral officers will ensure that a count of votes is undertaken and verified at the end of the voting period, and that the

results are kept confidential until the Returning Officer declares the outcome at the Annual General Meeting.

37.1.17. The decision of the Returning Officer as to the formality or informality of any vote shall be final.

37.1.18. The Returning Officer, Deputy Returning Officer and scrutineers must not disclose the results of the ballots to any person prior to the result being reported to the meeting.

37.1.19. If a further nomination is required of eligible members in accordance with Rule 37.1.7, the following process shall apply:

37.1.19.1. The Member will give their oral consent to the nomination; and

37.1.19.2. are orally nominated by two members who are eligible to nominate that member provided that:

37.1.19.2.1. Where there are more such oral nominations than there are vacancies available, there will be an election conducted at the Annual General Meeting by a show of hands and the nominee or nominees (being the number required to be elected), with the greatest number of votes will be elected, and declared so by the chairperson and;

37.1.19.2.2. Should there be an equal number of votes for a vacancy, the election will be decided by the chairperson drawing lots and the candidate who is drawn first shall be declared elected to that position.

37.1.20. If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 37 the order of seniority shall be:

37.1.20.1. President

37.1.20.2. Vice President

37.1.20.3. Treasurer

37.1.20.4. Ordinary director.

37.1.21. The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 37.

### **38. POWERS OF THE BOARD: GENERAL**

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

38.2. 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.

38.3. Without limiting the general powers conferred by Rule 38.2, the Board shall have power from time to time to:

- 38.3.1. make, alter and repeal By-Laws pursuant to Rule 41;
- 38.3.2. enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit;
- 38.3.3. 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;
- 38.3.4. 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;
- 38.3.5. 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;
- 38.3.6. 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;
- 38.3.7. 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;
- 38.3.8. 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 to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future;
- 38.3.9. subject to Rule 38.3.10, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise);
- 38.3.10. sell, lease, exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a general meeting of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Authority.
- 38.3.11. appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary;
- 38.3.12. engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these

powers (or any of them) to the Secretary or other officer or committee of the Club;

- 38.3.13. impose levies on all members;
- 38.3.14. set the joining fees, subscriptions and other payments payable by all members;
- 38.3.15. fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution, including without limitation closing categories of Full membership; and
- 38.3.16. affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

### **39. POWERS OF THE BOARD: COMMITTEES**

- 39.1. The Board has the power to delegate any of its powers to Committees, except for this power of delegation.
- 39.2. The Board has the power to revoke at any time the delegation to any Committee.
- 39.3. All decisions by any Committee are subject to ratification, alteration or revocation by the Board.
- 39.4. All Committees must comply with any restriction that may be imposed by the Board or in the By-Laws.
- 39.5. The quorum for a meeting of any committee shall be a majority of the committee members.
- 39.6. The President shall be a member of any Committee, and the President may nominate any other person to represent the President on any committee as they President sees fit.
- 39.7. Any Committee may meet and operate as it thinks appropriate, providing that any matters arising at any meeting of such Committee requiring a vote will be determined by a simple majority of votes with the chairperson of such Committee having a second casting vote should there be an equal number of votes.
- 39.8. Should a vote on a matter by a Committee be affected by insufficient Committee members present, the Committee will refer the matter to the Board which will vote in place of the Committee.
- 39.9. Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.
- 39.10. A person may not vote at a Committee meeting as the proxy of another person.

### **40. POWERS OF THE BOARD - INTERNAL CLUBS**

- 40.1. The Board has the power to create Internal Clubs to conduct, manage and control all or any game or sporting activity in which the Club is engaged or has an interest, and to define and/or limit the persons eligible for membership of each Internal Club.
- 40.2. Each Internal Club must only be comprised of Members.
- 40.3. The Board has the power to fix or approve any supplemental subscription or other charge for membership of an Internal Club.
- 40.4. The Board will permit an Internal Club to adopt a name distinctive to that Internal Club provided it is described as an Internal Club of the Club and becomes affiliated with the body controlling the game or activity in the State of New South Wales. An Internal Club will pay any fees required by such controlling body on behalf of the Club.
- 40.5. The Board may empower an Internal Club to open and operate a bank account or accounts in the name of that Internal Club in such bank or banks as the Board may approve.
- 40.6. Any person or persons eligible to operate any such accounts described in Rule 40.5 must be approved by the Board and may be removed or replaced by the Board.
- 40.7. Subject to the general control and management functions of the Board, each Internal Club:
  - 40.7.1. must manage its own affairs and make regular reports to the Board, or otherwise as may be required from time to time by the Board; and
  - 40.7.2. may elect committees to assist in the management of its affairs.
- 40.8. The minutes and records of the Internal Club must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 40.9. The constitutions, rules or By- Laws of an Internal Club may be amended at a general meeting or annual general meeting of that committee by a majority of members of that committee, provided that no amendment so approved and/or passed at such meeting shall have effect unless and until it shall have been approved by the Board.
- 40.10. Any disciplinary action by an Internal Club in respect of any member of that Internal Club must immediately be reported to the Board together with the reasons for the disciplinary action with a further recommendation as to further action (if any) to be considered by the Board.
- 40.11. The Board will have the power to dissolve or terminate any Internal Club or committee within that Internal Club, or to reconstitute the same on a different basis. When the Board exercises such power or where an Internal Club makes its own decision to cease operations, any funds remaining in an Internal Club's bank accounts becomes the property of Campsie South Bowling & Recreation Club.
- 40.12. The Board will have the power to limit the extent to which Internal Club may enter into financial commitments including loans, contracts or any other debt obligations.
- 40.13. All assets in the possession and control of a Sub Club (including cash reserves) are exclusively owned by the Club.

#### **41. POWERS OF THE BOARD – BY-LAWS**

- 41.1. The Board has the power to make By-Laws provided they are consistent with this Constitution and are necessary or desirable for the proper operation, control, management and administration of the Club.
- 41.2. The Board will have the power to amend or repeal the By-Laws.
- 41.3. Without limiting the generality of Rule 41.1, the Board may regulate:
- 41.3.1. such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and
  - 41.3.2. the operations of the Club;
  - 41.3.3. the control and use of the Club's premises;
  - 41.3.4. the control and management of competitions;
  - 41.3.5. the conduct of members and guests of members;
  - 41.3.6. the playing and social privileges of each category of membership;
  - 41.3.7. the conduct of members in relation to Club employees;
  - 41.3.8. generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.
- 41.4. Any new By-Laws or amendments to current By-Laws made under this Constitution will come into force when posted on the Club's Notice Board and posted on the Club Website, and will include the date the changes take effect.

## **42. PATRONS**

- 42.1. The Board may appoint or remove a patron or patrons from time to time. A patron who is not a full member of the Club shall be deemed to be an honorary member of the Club and subject to this Constitution shall remain an honorary member while they remain as a patron.

## **43. PROCEEDINGS OF THE BOARD**

- 43.1. 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 at least once in each calendar month for the transaction of business.
- 43.2. 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 Folder provided for that purpose.
- 43.3. The President shall preside as Chairperson of every meeting of the Board. If the President is not present at the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall preside as Chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the Directors present shall elect one of their number as Chairperson for that meeting.
- 43.4. The quorum for meetings of the Board shall be five Directors present.

- 43.5. The Chairperson may at any time and the Secretary upon the request of not less than three Directors shall convene a meeting of the Board.
- 43.6. 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 board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 43.7. The continuing Directors on 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 Directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- 43.8. 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.
- 43.9. A resolution in writing signed by all the Directors 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 Directors. The resolution shall be passed when the last Director signs the document containing the resolution.
- 43.10. In addition to Rule 43.9, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.
- 43.11. A meeting of the Board may be called or held using any technology consented to by all the Directors. Such consent will be a standing one. A Director can only withdraw their consent within a reasonable period in advance of a meeting.

#### **44. MATERIAL PERSONAL INTERESTS OF DIRECTORS**

- 44.1. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:
- 44.1.1. declare the nature of the interest at a meeting of the Board; and
  - 44.1.2. comply with Rule 45.
- 44.2. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- 44.2.1. must not vote on the matter; and
  - 44.2.2. must not be present while the matter is being considered at the meeting.

#### **45. REGISTERED CLUBS ACCOUNTABILITY CODE**

- 45.1. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 45. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 45, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.
- 45.2. For the purposes of this Rule 45, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **CONTRACTS WITH TOP EXECUTIVES**

- 45.3. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
- 45.3.1. the top executive’s terms of employment; and
  - 45.3.2. the roles and responsibilities of the top executive;
  - 45.3.3. the remuneration (including fees for service) of the top executive;
  - 45.3.4. the termination of the top executive’s employment.
- 45.4. Contracts of employment with top executives:
- 45.4.1. will not have any effect until they approved by the Board; and
  - 45.4.2. must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

- 45.5. Subject to any restrictions contained in the Registered Clubs Act and Rule 44, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- 45.6. A “pecuniary interest” in a company for the purposes of Rule 45.5 does not include any interest exempted by the Registered Clubs Act.

#### **CONTRACTS WITH SECRETARY AND MANAGERS**

- 45.7. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
- 45.7.1. the Secretary or a manager; or
  - 45.7.2. any close relative of the Secretary or a manager;
  - 45.7.3. any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

#### **LOANS TO DIRECTORS AND EMPLOYEES**

- 45.8. The Club must not:
- 45.8.1. lend money to a director of the Club; and

- 45.8.2. unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

- 45.9. A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- 45.10. If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

- 45.11. A 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:
- 45.11.1. any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - 45.11.2. 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;
  - 45.11.3. any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - 45.11.4. any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$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.
- 45.12. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 45.

### **TRAINING DISCLOSURES**

- 45.13. The Club must make available to members:
- 45.13.1. details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and
  - 45.13.2. the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.
- 45.14. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

### **PROVISION OF INFORMATION TO MEMBERS**

- 45.15. The Club must:

45.15.1. make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and

45.15.2. indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

#### **46. REMOVAL FROM OFFICE OF DIRECTORS**

46.1. The members entitled to vote at a general meeting may by ordinary resolution remove any Directors before the expiration of their period of office and appoint another or other Director or Directors as the case may be in their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if they had not been so removed.

46.2. 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 (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

#### **47. VACANCIES ON BOARD**

47.1. The office of a member of the Board shall automatically be vacated if the person holding that office:

47.1.1. is disqualified for any reason referred to in Section 206B of the Act;

47.1.2. 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;

47.1.3. is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board and the Board resolves that the office is vacated;

47.1.4. by notice in writing given to the Secretary resigns from office as a Director;

47.1.5. becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a Director pursuant to any order or declaration made under the Registered Clubs Act;

47.1.6. ceases to be a member of the Club; or

47.1.7. becomes an employee of the Club.

47.2. The continuing directors on the Board may act notwithstanding any vacancy on 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 director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

47.3. Subject to the provisions of this Rule 47, the Board shall have power at any time and from time to time, appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

- 47.4. Should the office of President become vacant between the previous Annual General Meeting and 31 May, a General Meeting shall be called for the purposes of conducting an election for the office of President at that General Meeting. Nominations for the office of President shall open on the date on which Notice of the General Meeting is given to members and shall close two days prior to the date fixed for the General Meeting.
- 47.5. Should the office of President become vacant between 31 May and the following Annual General Meeting the Vice President shall carry out the duties of President until the following Annual General Meeting.

#### **48. GENERAL MEETINGS**

- 48.1. A general meeting of the members of the Club must be held for a proper purpose.
- 48.2. A general meeting 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 months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 48.3. The Board may, whenever it considers fit, call and arrange to hold a general meeting of the Club.
- 48.4. Subject to Rule 48.5, the Board must call and arrange to hold a general meeting of the Club on the request of:
- 48.4.1. members with at least 5% of the votes that may be cast at the general meeting; or
- 48.4.2. at least 15 members who are entitled to vote at the general meeting.
- 48.5. For the purposes of Rules 48.6 to 48.11 inclusive the term "the request" shall mean the request referred to in Rule 48.4.
- 48.6. The 'request' must:
- 48.6.1. be in writing;
- 48.6.2. state any resolution to be proposed at the meeting;
- 48.6.3. be signed by the members making the request; and
- 48.6.4. be given to the Secretary.
- 48.7. 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.
- 48.8. The Board must call the meeting within 21 days after the request is given to the Secretary. The meeting is to be held not later than two months after the request is given to the Secretary.
- 48.9. Members with more than 50% of the votes of all 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 Secretary.

- 48.10. The meeting referred to in Rule 48.9 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.
- 48.11. To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the register without charge.
- 48.12. At least 21 days notice in writing, displayed on the Club Notice Board, of the Annual General Meeting and of any general meeting of the members of the Club must be advised to all Full members who are entitled to attend and vote at that meeting and to the auditor of the Club.
- 48.13. A notice of a general meeting of the Club's members must:
- 48.13.1. set out the place, date and time of the meeting;
  - 48.13.2. state the general nature of the meeting's business; and
  - 48.13.3. if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.
- 48.14. A copy of a notice of general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- 48.15. 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 or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.
- 48.16. 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 a resolution would be contrary to the Act
- 48.17. The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting and if permitted by the Act, the Club may hold a "hybrid general meeting" or "virtual only general meeting".

## **49. ANNUAL GENERAL MEETINGS**

- 49.1. The business of the Annual General Meeting shall be as follows:
- 49.1.1. to confirm the Minutes of the previous Annual General Meeting;
  - 49.1.2. to receive and consider the reports referred to in Rule 55.3;
  - 49.1.3. to declare the results of the election of the Board and conduct any further election that may be necessary;
  - 49.1.4. to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;

- 49.1.5. to approve the reimbursement of Directors' expenses and any honorariums; and
  - 49.1.6. to deal with any other business of which due notice has been given to the members.
  - 49.1.7. to receive and consider the Balance Sheet, Profit and Loss Account and the report to the Auditor.
- 49.2. Individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least 28 days prior to the date fixed for such Annual General Meeting.
- 49.3. The Secretary shall cause all items of business and notices of motion referred to in Rule 49.3 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 49.4. 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.
- 49.5. 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.

## **50. AUDITOR'S RIGHTS TO BE HEARD AT GENERAL MEETINGS**

- 50.1. The Club's Auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 50.2. 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.
- 50.3. The auditor is entitled to be heard even if:
  - 50.3.1. the auditor retires at the meeting; or
  - 50.3.2. the meeting passes a resolution to remove the auditor from office.
  - 50.3.3. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

## **51. PROCEEDINGS AT GENERAL MEETINGS**

- 51.1. The President shall be entitled to take the Chair at every general meeting. If the Chairperson is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act then the Vice President shall preside as Chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board as Chairperson of the meeting.

- 51.2. At any general meeting of the Club (including an Annual General Meeting), 20 members present in person and eligible to vote shall be a quorum.
- 51.3. If a quorum is not present within 30 minutes after the time for the commencement of the meeting:
- 51.3.1. where the meeting was convened upon the requisition of members, the meeting shall be dissolved; or
- 51.3.2. where the meeting was convened upon the requisition of the Board, the meeting shall stand adjourned to such day and at such time and place as the Board determines, or if no determination is made by the Board, to the same day in the next week at the same time and place.
- 51.4. If at any adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum and may transact any business for which the meeting was called.
- 51.5. Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five members or by the Chairperson), and in the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting shall have a second or casting vote.
- 51.6. 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 on the election of the Chairperson or on a question of adjournment shall be taken forthwith.
- 51.7. A demand for a poll may be withdrawn.
- 51.8. 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 folder 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.

## **52. PROXY VOTING PROHIBITED**

- 52.1. A person shall not:
- 52.1.1. attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- 52.1.2. vote at any election including an election of a member or of the Board,
- as the proxy of another person.

## **53. ADJOURNMENT OF GENERAL MEETINGS**

- 53.1. 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.

- 53.2. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 53.3. A resolution passed at a meeting resumed after an adjournment 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.
- 53.4. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for 30 days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

#### **54. MINUTES**

- 54.1. The Club must keep folders in which it records:
  - 54.1.1. proceedings and resolutions of general meetings of the Club;
  - 54.1.2. proceedings and resolutions of meetings of the Directors of the Club (including meetings of a committee of Directors); and
  - 54.1.3. resolutions passed by Directors without a meeting.
- 54.2. The Club must ensure that:
  - 54.2.1. minutes of a meeting are signed within one month of the meeting by the Chairperson of the meeting or the Chairperson of the next meeting; and
  - 54.2.2. minutes of the passing of a resolution without a meeting are signed by a Director within one month of the date on which the resolution is passed.
- 54.3. 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.

#### **55. ACCOUNTS**

- 55.1. The Board shall:
  - 55.1.1. 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; and
  - 55.1.2. cause to be prepared and submitted to a meeting of the Board at intervals of not more than three months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.
- 55.2. 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.
- 55.3. The Board shall, not less than 21 days before each Annual General Meeting, and in any event within five months of the end of the financial year of the Club, make available to all full members of the Club a copy of all reports which, pursuant to the

Act, are to be laid 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 and without limitation these shall include:

- 55.3.1. a copy of the Financial Report of the Club;
- 55.3.2. a copy of the Directors' Reports; and
- 55.3.3. a copy of the Auditor's Report on the financial report.

**56. REPORTS TO MEMBERS UNDER REGISTERED CLUBS ACCOUNTABILITY CODE**

56.1. The Board shall also make available to each full member of the Club the information required by the Registered Clubs Accountability Code.

**57. FINANCIAL YEAR**

57.1. The financial year of the Club and any sub-Club or other entity created under this Constitution shall commence on the first day of July in each year and end of the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

**58. AUDITORS**

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

**59. SECRETARY**

59.1. At any time there shall only be one Secretary 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.

**60. EXECUTION OF DOCUMENTS**

60.1. The Club may execute a document (including a deed) if that document is signed by:

- 60.1.1. two members of the Board; or
- 60.1.2. one member of the Board and the Secretary.

**61. NOTICES**

61.1. A notice may be given by the Club to any member either:

- 61.1.1. personally; or
- 61.1.2. by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
- 61.1.3. by sending it to the electronic address (if any) nominated by the member;
- 61.1.4. by notifying the member in accordance with Rule 61.2 (in the case of notices of general meetings (including Annual General Meetings) only).

61.2. If the member nominates:

61.2.1. an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and

61.2.2. an electronic means (the nominated access means) the member may use to access notices of meeting;

the Club may give the member notice of the meeting by notifying the member (using the nominated notification means);

61.2.3. that the notice of meeting is available; and

61.2.4. how the member may use the nominated access means to access the notice of meeting.

61.3. Where a notice is sent by post to a member in accordance with Rule 61.1, the notice shall be deemed to have been received by the members:

61.3.1. in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

61.3.2. in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

61.4. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

61.5. Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Rule 61.2, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

61.6. Notwithstanding any of the provisions of this Constitution, the Club may give notice of a meeting in accordance with Rule 61.2.3 and 61.2.4, even if a member has not nominated a nominated notification means or nominated access means, if the Club is permitted to do so under the Act.

61.7. Where a notice of general meeting (including an Annual General Meeting) is sent to a member in accordance with Rule 61.6, the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

## **62. INDEMNITY TO OFFICERS**

62.1. Every officer (as defined in section 9 of the Act), and every former officer of the Club must be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by them in their capacity as an officer in defending any proceedings whether civil or criminal.

62.2. The Club may pay a premium for a contract insuring an officer or former officer of the Club against a liability incurred by that officer provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes section 199A or section 199B of the Act.

**63. INTERPRETATION**

63.1. A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

**64. AMENDMENTS TO CONSTITUTION**

64.1. This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life Members, Pensioner Bowling Members, Bowling Members, Hurlstone Park Bowling members and Hurlstone Park Bowling Life members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.