



St Johns Park

— Bowling Club —

CONSTITUTION

OF

ST JOHNS PARK

BOWLING CLUB LIMITED

ACN 001 067 241

CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ISSUE DATE: 24 OCTOBER 2015

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DEFINITIONS

1. (a) In these Rules, unless there is something in the subject matter or context inconsistent therewith:

"By-Laws" shall mean and include Regulations.

"Constitution" shall mean and include Rules.

"Defined Premises" has the same meaning as in the Registered Clubs Act.

"Director" means a Member of the Board.

"Full Member" means a person who is an Ordinary Member or a Life Member of the Club.

"In Writing" and *"Written"* include any mode of representing or reproducing words, figures, drawings or symbols in visible form.

"Month" means calendar month.

"Officer" means an Officer as defined in the Registered Clubs Act and includes all Directors and the Secretary.

"Ordinary Member" means a Member of the Club other than a Life Member, Honorary Member, Temporary Member or Provisional Member of the Club.

"Premises" means any or all of the Club's separate premises as the case requires.

"Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

"Secretary" includes Group Chief Executive Officer, Acting Chief Executive Officer, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

"Special Resolution" has the same meaning as in the Corporations Act 2001.

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

"The Board" means the Members, for the time being, of the Board of Directors of the Club constituted in accordance with these Rules.

"The Club" means the St Johns Park Bowling Club Limited carrying on the business of a registered club at:

- (i) 93 Edensor Road, St Johns Park;
- (ii) 21 Parkes Street, Tuncurry; and
- (iii) At any other address that the Board of the Club may from time to time determine to be appropriate for carrying on the business of a registered club.

"The Club Notice Board" means a board designated as such within each of the Club's premises on which notices for the information of Members are posted.

"*The Office*" means the registered office, for the time being, of the Club.

"*Tuncurry Advisory Committee*" means the Advisory Committee of the Tuncurry premises comprising:

- (i) A Chairperson appointed by the Board of the Club;
 - (ii) The Presidents of the Tuncurry premises Men's and Women's bowling sections; and
 - (iii) Subject to the absolute discretion of the Board, two (2) other Full Playing Members who reside in the Forster Tuncurry District and who are elected by the Full Playing Members of the Tuncurry premises.
- (b) A Member shall be deemed to be an Unfinancial Member at the date of a Meeting at which only Financial Members may attend or vote:
- (i) If at the expiration of the due date prescribed by the Board under Rule 36 the Member's entrance fee and/or subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the entrance fee and/or subscription) owing by the Member to the Club has remained unpaid at the expiration of 21 days from service on the Member of a notice from the Club requiring payment thereof; and
- in either case the Member shall be and remain unfinancial until payment in full of the amount owing is received.

2. Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution of the Club or these Rules, or on any By-Laws or Regulation of the Club made pursuant to these Rules or on any matter arising therefrom, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in a General Meeting or by the Supreme Court of New South Wales.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

4. The replaceable rules which are contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
5. The Club is established for the objects set out in this Constitution.
6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not the person is a Member of the Board, or of any Committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence

under the Liquor Act 2007 (NSW), or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- (d) The Secretary, or an Employee, or a Member of the Board or of any Committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 7.
- (a) An Employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a Member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the Members of the Club.
- 8.
- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a Member, except on the invitation and in the company of a Member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

OBJECTS

9. The objects for which the Club is established are:
- (a) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club may think requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.
 - (b) To promote and conduct the game of bowls social and educational undertakings and such other sports, games, amusements, recreations and entertainment, pastimes and recreations indoor and outdoor as the Club may deem expedient.
 - (c) 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, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
 - (d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
 - (e) To raise money by entrance fees, subscriptions and other payments payable by Members and to grant any rights and privileges to Members.
 - (f) To promote and hold either alone or jointly with any other association, club or persons, competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for Members or other persons and to promote, give or support dinners, balls, concerts and other entertainment; provided that no Member of the Club or

other person shall receive any prize, medal, award or distinction except as a successful competitor at any game, match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game, match, sporting event, trial or competition may be awarded to that Member or person.

- (g) To subscribe to become a member of, co-operate with or affiliate with Bowls NSW, Bowls Australia, Women's Bowls NSW and with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club; provided that the Club shall not subscribe to, affiliate with or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.
- (h) To acquire membership of ClubsNSW or any other relevant association and to arrange for representation of the Club at any corporation, body or bodies formed for the purpose of promoting the interests of the Club and its sporting, social and other activities.
- (i) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.
- (j) 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 entertainment 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.
- (k) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or property, real or personal, which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and subject to the requirements of the Registered Clubs Act to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (l) To make, draw, accept, endorse, discount, execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit 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) and to purchase, redeem or pay off any such securities.
- (n) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or part of the Club's business or undertaking or property (both present and future).
- (o) To indemnify any person or persons whether Members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons, mortgages, charges or other securities over the whole or any part of the real or personal property, present or future, of the Club.

- (p) To invest and 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.
- (q) To hire, employ and dismiss secretaries, clerks, managers, employees and workers and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.
- (r) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, subject to the Registered Clubs Act.
- (s) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (t) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (u) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any Employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Employees or past Employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (w) 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.
- (x) To do all or any of the above-mentioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (y) To amalgamate with any other club having objects altogether or in part similar to those of the Club.
- (z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

10. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Club, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or Employees of the Club or any Member of the Club or other person in return for any services actually rendered to

the Club, or reasonable and proper rent for premises demised or let by any Member of the Club.

WINDING UP

11. The liability of the Members of the Club is limited.
12. Each Member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a Member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars (\$5).
13. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the Members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

14. The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
15. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior or Cadet Member.
16. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be Members of the Club.
17. A person shall not be admitted to membership of the Club except as an:
 - (i) Ordinary Member; or
 - (ii) Life Member; or
 - (iii) Honorary Member; or
 - (iv) Temporary Member; or
 - (v) Provisional Member.
18. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
 - (i) Full Playing Members; or
 - (ii) Club Members; or
 - (iii) Junior Members; or
 - (iv) Cadet Members; or
 - (v) Wallacia Bowling Full Playing Members; or
 - (vi) Wallacia Bowling Club Members.

ORDINARY MEMBERS

19. The requirements for eligibility of persons for election to the following classes of Ordinary Membership shall be:

(a) **Full Playing Members**

- (i) A Full Playing Member is a person who has attained the age of 18 years and is elected as a Full Playing Member of the Club or is transferred by the Board from another class of Ordinary Membership to Full Playing Membership of the Club.
- (ii) A person who applies for Full Playing Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club. The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Full Playing Member.

(a1) **Wallacia Bowling Full Playing Members**

- (i) A Wallacia Bowling Full Playing Member is a person who:
 - a. is a Wallacia Bowling Life Member or Bowling Member of Wallacia Bowling and Recreation Club Limited at the amalgamation completion and who consents to becoming a Wallacia Bowling Full Playing Member of the Club; or
 - b. has attained the age of 18 years and is elected as a Wallacia Bowling Full Playing Member of the Club; or
 - c. is transferred by the Board from another class of Ordinary Membership to Wallacia Bowling Full Playing Membership of the Club.
- (ii) A person who wishes to remain a Wallacia Bowling Full Playing Member or who applies for Wallacia Bowling Full Playing Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club's Wallacia premises.
- (iii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Wallacia Bowling Full Playing Member.

(b) **Club Members**

A Club Member is a person who has attained the age of 18 years and is elected as a Club Member of the Club or is transferred by the Board from another class of Ordinary Membership to Club Membership of the Club.

(b1) **Wallacia Bowling Club Members**

- (i) A Wallacia Bowling Club Member is a person who:
 - a. is a Wallacia Bowling Multiple Member or Social Member of Wallacia Bowling and Recreation Club Limited at the amalgamation completion and who consents to becoming a Wallacia Bowling Club Member of the Club; or
 - b. has attained the age of 18 years and is elected as a Wallacia Bowling Club Member of the Club; or
 - c. is transferred by the Board from another class of Ordinary Membership to Wallacia Bowling Club Membership of the Club.

(ii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Wallacia Bowling Club Member.

(c) **Junior Members**

(i) A Junior Member is a person who has attained the age of 12 years but is under the age of 18 years and is elected by the Board to Junior Membership of the Club.

(ii) A person who applies for Junior Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club. The Board must receive from the parent or guardian of that person a written consent to that person joining the class of Junior Membership and taking part in the bowling and other activities of the Club.

(d) **Cadet Members**

A Cadet Member is a person who has attained the age of eight (8) years but is under the age of 12 years and is elected by the Board to Cadet Membership of the Club.

RIGHTS AND PRIVILEGES OF MEMBERS

20. In accordance with the Requirements of the Registered Clubs Act as amended from time to time the Members of the Club entitled to vote at the election of the Board of the Club shall at all times comprise a majority of the Full Members of the Club.

21. Subject to Rule 7 (a), each Financial Member who is eligible to vote shall have one (1) vote.

22. (a) The rights of Members to use the Club's bowling facilities, and other facilities and amenities, and the privileges of membership, are as the Board may determine from time to time by By-Law or otherwise.

(b) Without limiting the general powers of the Board conferred in paragraph (a), all Members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any Member or other person (either with or without that Member's or person's agreement) in accordance with:

(i) The Club's Responsible Service of Alcohol Policy (as adopted and amended by the Board from time to time); or

(ii) The Club's Responsible Conduct of Gambling Policy (as adopted and amended by the Board from time to time).

23. (a) Life Members and Financial Full Playing Members shall be eligible to vote at the election of the Board, and shall be the only Members of the Club eligible to attend and to vote at General Meetings on all resolutions including Special Resolutions.

(a1) Financial Wallacia Bowling Full Playing Members shall have the same rights and privileges as Financial Full Playing Members (except the right to nominate or second any person for election to the Board, be elected or appointed to the Board or take part in any reward or payment scheme applicable to selected Full Playing Members).

(b) Financial Club Members and Wallacia Bowling Club Members shall be eligible to vote at the election of the Board, and shall also be eligible to attend and to vote at General Meetings on all resolutions except Special Resolutions.

- (c) Junior and Cadet Members shall be ineligible to vote at the election of the Board, may attend, but are ineligible to vote at General Meetings, hold office, or introduce guests to the Club. Junior and Cadet Members shall have no part in the management of the Club. Junior and Cadet Members shall use only those areas of the defined premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

LIFE MEMBERS

- 24. (a) A Full Playing Member who has rendered long or meritorious service to the Club may be elected as a Life Member by resolution carried by a 90% majority of the Members present and voting at an Annual General Meeting following the submission to such Meeting of an appropriate recommendation from the Board.
- (b) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a Full Playing Member.
- (c) No more than one (1) Life Member shall be elected at any Annual General Meeting.

HONORARY MEMBERS

- 25. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
 - (a) The Patron or Patrons for the time being of the Club; or
 - (b) Any prominent citizen or local dignitary visiting the Club.
- 26. Honorary Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.
- 27. (a) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) The name in full, or the surname and initials, of the Honorary Member;
 - (ii) The residential address of the Honorary Member;
 - (iii) The date on which Honorary Membership is conferred; and
 - (iv) The date on which Honorary Membership is to cease.
- (b) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) The Board shall have power to cancel the Membership of any Honorary Member without notice and without being required to give reason.

PATRONS

- 28. The Members in a General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the Meeting. If a person appointed as a Patron is already a Full Member of the Club, the person shall retain that Membership, but will be relieved of paying Membership Fees whilst they remain as a Patron.

TEMPORARY MEMBERS

29. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least five (5) kilometres from the Club's defined premises or such greater distance as may be determined from time to time by the Board by By-Law pursuant to this Constitution;
 - (b) A Full Member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member 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 the person so attends the premises of the Club until the end of that day; or
 - (d) An interstate or overseas visitor.
30. (a) Temporary Members shall not be required to pay an entrance fee or subscription.
- (b) Temporary Members shall not be entitled to vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Secretary, or in the Secretary's absence the Senior Employee of the Club then on duty ("the Senior Employee"), may terminate the Membership of any Temporary Member at any time without notice and without being required to give reason.
- (d) No person under the age of 18 years may be admitted as a Temporary Member of the Club other than pursuant to Rule 29 (c).
- (e) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 29 (c)), first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) The name in full, or the surname and initials, of the Temporary Member;
 - (ii) The residential address of the Temporary Member;
 - (iii) The date on which Temporary Membership is granted; and
 - (iv) The signature of the Temporary Member.

ELECTION OF MEMBERS

31. A person shall not be admitted as a Member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless that person is elected to Membership at a Meeting of the Board or Election Committee of the Club, the names of those Members present and voting at that Meeting are recorded by the Secretary. The Board or Election Committee may reject any application for Membership without assigning any reason for such rejection. A total of two (2) negative votes will be sufficient for rejection. The Election shall be by secret ballot if requested by any Member of the Board or Election Committee.
32. (a) In respect of every application for Membership made pursuant to this Constitution there shall be completed a Nomination Form which shall be in a form and containing such particulars as are from time to time prescribed by the Board,

including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution of the Club.

- (b) The Nomination Form shall be lodged with the Secretary who shall as soon as is practicable cause the name, address and occupation of the Candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Club for a continuous period of not less than one (1) week before the election of the Candidate as a Member of the Club, and an interval of at least two (2) weeks shall elapse between the proposal of a Candidate for election and the Candidate's election.
33. (a) When a person has been elected to Membership, the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first subscription such person shall become a Member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within 28 days after the date of the Notice of election to Membership has been given as herein provided, the Board may at its discretion cancel its election of the person to Membership of the Club.
- (b) A copy of the Constitution and By-Laws of the Club shall be supplied to a Member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

TRANSFER OF MEMBERSHIP

34. The Board, at its discretion, may on the written application of a Member transfer that Member from any class of Ordinary Membership to another class of Ordinary Membership. Any Member so transferred may, at the discretion of the Board, receive a refund or reduction of any entrance fee and/or subscription paid by or payable by the Member for the then financial year and may be required to pay the difference between the entrance fee and/or subscription applicable to the Member's present class of Membership and the entrance fee and/or subscription applicable to the class of Membership to which the Member desires to be transferred.

PROVISIONAL MEMBERSHIP

35. (a) Any person who has lodged with the Secretary a Nomination Form duly completed in accordance with this Constitution seeking Membership of the Club and pays to the Club the subscription appropriate to the class of Membership referred to in the Nomination Form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for Membership of the Club.
- (b) Should a person who has been admitted as a Provisional Member have his or her application for Membership rejected by the Board that person shall cease to be a Provisional Member of the Club and the subscription submitted with the Nomination Form shall be immediately returned to that person.
- (c) Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Rules shall prevent an applicant for Membership of the Club submitting with his or her application the appropriate Membership subscription for the purpose of obtaining Provisional Membership pursuant to this Rule.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

36. Member subscriptions shall be paid annually or, if the Board so directs and approves, by monthly, quarterly or half-yearly instalments, and in advance, or for more than one (1) year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Rules shall be as prescribed by the Board from time to time.
37. The entrance fees, subscriptions and levies, charges and other amounts payable by Members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary Members shall be not less than Two Dollars (\$2.00) per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
38. Any Candidate elected during the financial year to any class of Membership shall in respect of that financial year pay one-half of the annual subscription only if the Candidate is elected after the expiration of six (6) months from the date of commencement of the financial year.
39. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

CESSATION OF MEMBERSHIP

40. If the entrance fee and/or subscription or any part thereof referred to in Rule 1 (b) (i), or any other money or part thereof referred to in Rule 1 (b) (ii), of any Member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the Member in default seven (7) days written notice within which such entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such Notice the defaulting Member shall from that date be debarred from all privileges of Membership and be immediately disqualified from all Club competitions in which he or she is participating, and the person's name shall be removed from the Register of Members of the Club. Neither the provisions of Rule 42 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.
41.
 - (a) A member may at any time by giving notice in writing to the Secretary resign from Membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.
 - (b) Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of Membership forfeit all rights as a Member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other money due by that person at the date of cessation of that person's Membership of the Club or for which that person is or may become liable under Rule 12 of this Constitution.

DISCIPLINARY PROCEEDINGS

42. If a Member refuses or neglects to comply with any of the provisions of the Constitution of the Club or the By-Laws thereof or be in the opinion of the Board or the Board's duly constituted Disciplinary Committee (as referred to in Rule 42 (i)), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the Disciplinary Committee, guilty of conduct which is unbecoming of a Member or which shall render the

Member unfit for Membership, the Board or the Disciplinary Committee shall have power to reprimand, suspend from all privileges of Membership for such period as it considers fit, expel or accept the resignation of such Member and to remove the person's name from the Register of Members, provided that:

- (a) Such member shall be notified of any charge against the Member pursuant to this Rule by notice in writing by a registered letter posted to his or her last known address at least seven (7) clear days before the Meeting of the Board or Disciplinary Committee at which such charge is to be heard. The Notice shall set out the facts, matters and circumstances giving rise to the charge.
- (b) The Member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The voting by the members of the Board or Disciplinary Committee present at such Meeting shall be by secret ballot if requested by any member of the Board or Disciplinary Committee, and no resolution by the Board or Disciplinary Committee to reprimand, suspend or expel a Member shall be deemed to be passed unless at least two-thirds of the members of the Board or Disciplinary Committee present vote in favour of such resolution.
- (d) If the Member fails to attend such Meeting the charge may be heard and dealt with and the Board or Disciplinary Committee may decide on the evidence before it, the Member's absence notwithstanding, but having regard to any representations made to it in writing by the Member charged.
- (e) After the Board or Disciplinary Committee has considered all the evidence put against the Member it must come to a decision as to the Member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or Disciplinary Committee must inform the Member prior to considering any penalty.
- (f) The Member charged must be given a further opportunity at the hearing to address the Board or Disciplinary Committee in relation to the penalty appropriate to the charge of which the Member has been found guilty.
- (g) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board or Disciplinary Committee shall not be required to assign any reason for its decision.
- (h) In the event that a notice of charge is issued to a Member pursuant Rule 42 (a), the Board or Disciplinary Committee shall have the power to immediately suspend that Member from all privileges of Membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board or Disciplinary Committee on a Member shall be notified in writing to that Member.
- (i) The powers of the Board under this Rule may be exercised by a Disciplinary Committee appointed by the Board. Any such Disciplinary Committee shall comprise of:
 - (a) Not less than three (3) Members of the Board; or
 - (b) Not less than three (3) Members of the Tuncurry Advisory Committee.A quorum of a Disciplinary Committee shall be three (3) Members of the Board or three (3) members of the Tuncurry Advisory Committee.
- (j) The Secretary shall not vote but may assist the Board or Disciplinary Committee in its deliberations.

43. (a) The Secretary, or in the Secretary's absence the Senior Employee of the Club shall have the power to remove and suspend any Member from the premises of the Club, who in the opinion of the Secretary or the Senior Employee:
- (i) Has contravened any provision of the Constitution and By-Laws of the Club; or
 - (ii) Is then intoxicated, violent, quarrelsome or indecent; or
 - (iii) By his or her presence on the premises of the Club may render the Club or the Secretary or the Senior Employee liable to a penalty under the Registered Clubs Act.
- (b) The Secretary or the Senior Employee of the Club who has exercised the power referred to in Rule 43 (a) shall make a written report to the Board or the Board's duly constituted Disciplinary Committee (as referred to in Rule 42 (i)) as soon as practicable after the removal and suspension of the Member. The report will set out the facts, matters and circumstances giving rise to the removal and suspension.
- (c) Any suspension of a Member pursuant to Rule 43 (a) shall be for a period of 48 hours, provided that the Chairman may extend the suspension for a further period not exceeding 21 days.
- (d) The rules of natural justice shall not apply in relation to the exercise of the power referred to in this Rule.

GENERAL MEETINGS

44. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the end of the Club's financial year. All General Meetings other than the Annual General Meeting shall be called General Meetings.
45. (a) The Board may whenever it thinks fit call a General Meeting.
- (b) Not less than 5% of the Members of the Club who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:
- (i) The request must be in writing, state any resolution to be proposed at the Meeting, be signed by the Members making the request and be deposited at the Office;
 - (ii) Separate copies of a document setting out the request may be used for signing by Members if the wording of the request is identical in each copy;
 - (iii) If the Board does not within 21 days from the date of deposit of the request duly proceed to call the Meeting to be held not later than two (2) months after the deposit, members with more than 50% of the votes of all the Members who made the request may themselves call and arrange to hold the Meeting; and
 - (iv) Any meeting called by the Members must be called in the same manner or as nearly as possible as that in which Meetings are called by the Board, and must be held not later than two (2) months from the date of deposit of the request.
46. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days' notice specifying the place, day and time of the Meeting and in the case of special business the general nature of that business shall be given in the manner provided by Rule 89 to all

Members entitled to attend and vote at General Meetings of the Club. The Meeting shall not be invalidated by reason only of the accidental omission to give notice of the Meeting to or the non-receipt of the notice of the Meeting by any Member, unless the Court on application of the Member concerned or any other Member entitled to attend the Meeting, or the Australian Securities and Investments Commission ("ASIC") or its successor, declares proceedings at the Meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

47. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the Members of the Board and subject to the Act, to appoint an Auditor or Auditors.
48. No business is to be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum requirements are:
- (a) For a General Meeting which is called on the request of Members, not less than 5% of the Members of the Club who are present and entitled to vote; and
 - (b) For a General Meeting which is not called on the request of Members and for an Annual General Meeting, not less than 30 Members of the Club who are present and entitled to vote.
49. If within 30 minutes from the time appointed for any General Meeting a quorum is not present the Meeting if convened upon the request of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one (1) month. If at such adjourned General Meeting a quorum is not present the Members who are present and entitled to vote shall be a quorum and may transact the business for which the Meeting was called.
50. The Chairman shall be entitled to take the Chair at every General Meeting. If the Chairman is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Deputy Chairman shall act as Chairman. If no Deputy Chairman is present within 15 minutes after the time appointed for holding the Meeting or is unwilling or unable to act, then the Members of the Club present shall elect a Member of the Board or one (1) of their number to be Chairman of the Meeting.
51. (a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by five (5) Members) and in the case of an equality of votes whether on show of hands or on a poll, the Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) Attend or vote at any Meeting of the Club or of the Board or any Committee thereof; or
 - (ii) Vote at any election of, or of a Member of, the Board, as the proxy of another person.
52. At any General Meeting (unless a poll is demanded), a declaration by the Chairman that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such Resolution.

53. (a) 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 Chairman 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 Chairman or on a question of adjournment shall be taken immediately.
- (b) A demand for a poll may be withdrawn.
54. The Chairman of a General Meeting may with the consent of the Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. A Resolution passed at any adjourned Meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned Meeting save when a Meeting is adjourned for one (1) month or more, when notice of the adjourned Meeting shall be given as in the case of an original Meeting.
55. Minutes of all Resolutions and proceedings at General Meetings shall be entered within one (1) month of the Meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairman of the Meeting to which it relates or by the Chairman of the next succeeding Meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

BOARD OF DIRECTORS

56. The Board shall consist of a Chairman, Vice Chairman, Treasurer and six (6) ordinary Directors.
57. (a) The Board will be elected every second year. A majority of Full Members of the Club must at all times have the right to vote at the election of the Board.
- (b) The Directors will hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire. A retiring Director will (subject to these Rules) be eligible for re-election.
- (c) A person is eligible to be nominated for, elected to or hold office on the Board only if that person:
- (i) Is a Life Member who ordinarily resides within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park; or
 - (ii) Is a Full Playing member who ordinarily resides within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park and has at least three (3) years continuous Membership of the Club as a Full Playing Member:
 - (A) At the date that the Full Member's Nomination for election to the Board is handed to the Secretary in accordance with Rule 58 (b); or
 - (B) At the date of appointment to the Board by the Board in accordance with Rule 79.
- (d) A Member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be nominated to or elected to the Board or any office or Committee or perform duties as holder of an office or Member of any Committee, while the Member remains unfinancial or during the period of such suspension.

- (e) A Member is ineligible to be nominated for or elected to the Board if that Member:
 - (i) Has as a result of disciplinary proceedings against the Member under this Constitution, been suspended from Membership privileges by the Board or the Board's duly constituted Disciplinary Committee for a continuous period of three (3) months or more within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
 - (ii) Has at any time been convicted of an indictable offence; or
 - (iii) Is a former Employee of the Club whose services were terminated by the Club for misconduct.

58. The election of the Board will take place every second year in the following manner:

- (a) Nominations for Election to the Board shall be made in writing signed by two (2) Full Playing Members or Life Members of the Club and signed by the Nominee (who shall signify his or her consent to the Nomination) and shall state the Office or Offices for which the Nominee is nominated. The Proposer and Secunder shall be:
 - (i) Life Members who ordinarily reside within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park; or
 - (ii) Full Playing Members who ordinarily reside within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park and have at least three (3) years continuous Membership of the Club as Full Playing Members, at the date the Nomination Form is signed.
- (b) Nomination Forms must be received by the Secretary no later than 28 days before the date of the Annual General Meeting, on which day Nominations shall close.
- (c) As soon as practicable after Nominations are received, the Secretary shall cause the posting of notification of the names of the Candidates for the respective Offices and the names of their Proposers and Seconders on the Club Notice Board.
- (d)
 - (i) Members eligible for election to the Board may be nominated for more than one (1) Office and in the event of their being elected to the Senior Office as hereinafter provided shall be deemed to have been eliminated from candidature for Election to the Junior Office. For the purpose of these Rules the order of seniority of offices shall be:
 - Chairman
 - Deputy Chairman
 - Treasurer
 - Ordinary Directors
 - (ii) In any ballot under this Rule, the counting of votes for each office shall proceed in the order of seniority referred to in Rule 58 (d) (i), and if a Candidate receives the highest number of votes in a ballot for a Senior Office, any votes cast in his or her favour in a ballot for any Junior Office shall not be counted.
- (e)
 - (i) If the number of Candidates duly nominated for any Office does not exceed the number required to be elected, the Candidate or Candidates nominated shall be declared elected at the Annual General Meeting.
 - (ii) If insufficient or no Nominations are received for any Office, the Candidate or Candidates, if any, nominated shall be declared elected at the Annual General Meeting and Nominations may, with the consent of the Nominee,

be made orally at the Meeting for the vacancies then remaining. If more than one (1) candidate is nominated at the Annual General Meeting for any vacancies, an Election by ballot for such vacancies remaining shall take place in the manner prescribed by the Board from time to time by By-Law or otherwise.

- (iii) If the number of Candidates exceeds the number required to be elected, a ballot shall be taken in accordance with these Rules and as prescribed by the Board from time to time by By-Law or otherwise.
- (f) In any ballot under this Rule, the Board shall appoint a Returning Officer and at least two (2) assistant Returning Officers who shall also act as Scrutineers for the ballot. A Candidate in the Election shall not be appointed as Returning Officer or as an assistant Returning Officer.
- (g) The Board shall determine the date and time for the closing of the ballot which is to be no later than 4pm on the day preceding the date of the Annual General Meeting. On the day following the Board's determination, the Secretary shall cause the placing of a Notice on the Club's Notice Board stating the date and time for the closing of the ballot.
- (h) The Secretary shall cause the preparation of a list of Members who are eligible to vote at the Election together with their respective Membership numbers and the class in which they are entered in the Register of Members.
- (i) The Returning Officer shall be provided with a ballot box or boxes which shall be locked by him or her and placed in the Club's premises in a convenient location to receive the ballot papers after completion.
- (j) The Returning Officer shall supervise the method of issue of ballot papers, the examination of returned ballot papers, and the counting of votes after the ballot is closed, and shall report the result of the ballot to the Chairman of the Annual General Meeting.
- (k) The ballot shall be conducted at the Club's premises over a period of seven (7) days prior to the closing of the ballot. The Secretary shall cause to be made available to every Member of the Club eligible to vote at an election of the Board, a ballot paper containing in the order determined in accordance Rule 58 (l), the names of duly Nominated Candidates for Office. Each ballot paper made available to Members shall be initialled by the Returning Officer and shall bear information as to the number of Members required to be elected to the various offices on the Board.
- (l) The positions of the names of the Candidates on the ballot paper shall be determined by lot, by the Secretary in the foyer of the Club, and in the presence of not less than six (6) Members whose names shall be recorded by the Secretary.
- (m) The Returning Officer shall indicate on the list of Members who are eligible to vote at the election, the names of those Members who have obtained a ballot paper prior to the time for the closing of the ballot.
- (n) The Returning Officer may provide a replacement ballot paper to any Member who satisfies the Returning Officer that the ballot paper the Member received was spoilt.
- (o) Members shall record their votes by placing numbers alongside the names of the candidates in the order of preference for each position.

- (p) The Returning Officer shall give to each assistant Returning Officer, notice of the time and place of the opening of the ballot boxes, and the counting of the ballot shall be conducted in such a manner that the secrecy of the ballot is maintained, and the Returning Officer shall ensure that votes are recorded only by Members entitled to vote and that no duplication of voting has taken place.
- (q) The Returning Officer shall first examine each ballot paper and any invalid ballot paper shall be discarded from the ballot but shall not be destroyed.
- (r) The decision of the Returning Officer as to the validity of any ballot paper shall be final.
- (s) In the event of an equality of votes in favour of two (2) or more Candidates, the Returning Officer, with the assistance of at least one (1) of the assistant Returning Officers, shall elect by lot from such Candidates having an equality of votes, the Candidate or Candidates who is, or are, to be declared elected.
- (t) When the Candidate or Candidates to be declared elected to an Office as a result of any ballot as provided in this Rule has been determined, the Returning Officer shall report the result of the ballot in writing to the Chairman of the Annual General Meeting. The report shall state whether there has been a determination by lot in accordance with Rule 58 (s).
- (u) The Secretary / CEO shall declare the Candidates, which the report referred to in Rule 58 (t) states as having the greatest number of votes or having been determined by lot in accordance with paragraph (s) of this Rule, as the Candidates elected to Office.

POWERS OF THE BOARD

- 59. The Board shall be responsible for the management of the business and affairs of the Club.
- 60. 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 a General Meeting, but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in a General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers herein before conferred, the Board shall have power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to Committees consisting of such member or members of the Board or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman shall have the right to be an ex-officio member of all such Committees. A Committee may meet and adjourn as it thinks proper. Questions arising at any Meeting of a Committee shall be determined by a majority of votes of the Members of the Board present and in the case of an equality of votes the Chairman shall have a second or casting vote. The Meetings and proceedings of any Committee consisting of two (2) or more members of the Board shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.
- (b) To make such By-Laws not inconsistent with the Constitution of the Club, as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and properties and for the convenience, comfort and well-being of the Members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board is specifically by these Rules empowered to regulate by By-Law;
 - (ii) The general management and control of trading activities of the Club;
 - (iii) The management and control of the Club's premises;
 - (iv) The management and control of play and dress on the bowling greens;
 - (v) The upkeep and control of the bowling greens;
 - (vi) The management and control of all competitions;
 - (vii) The conduct of Members;
 - (viii) The privileges to be enjoyed by each class of Membership;
 - (ix) The relationship between Members and the Club's Employees; and
 - (x) Generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-Laws for decision by the Club in a General Meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of any or all privileges of Membership or otherwise as it thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to

- any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.
 - (i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or overall or any part of the Club's property (both present and future) or not so charged, or by any mortgage, charge or other security upon or overall or any part of the Club's property (both present and future). Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; to sell, lease, exchange or otherwise dispose of all or any of the lands or buildings or other property or rights to which the Club may be entitled from time to time, subject to the provisions of the Registered Clubs Act.
 - (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
 - (l) To fix the maximum number of persons who may be admitted to each class of Membership of the Club in accordance with this Constitution.
 - (m) To create sections and committees for the conduct, management and control of all or any games or sporting activities in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections and committees or any of them, and from time to time to prepare or approve and amend Rules and By-Laws for the control and regulation of such sections and committees and the conduct and activities thereof, and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (n) To make such By-Laws, not inconsistent with these Rules, regarding the election of the Board as set out in Rules 57 and 58 as may be necessary for the conduct of any election and all matters incidental to such election.

BY-LAWS

61. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club's Notice Board.
62. Any By-Law made under this Constitution may be revoked by Ordinary Resolution of the Members at a General Meeting, subject to a notice of intention to propose such Resolution having been given to the Secretary in writing at least one (1) month prior to the Meeting and being included in the notice of such Meeting.
63. The revocation of a By-Law pursuant to Rule 62 shall not affect the validity of any action taken by the Board or an Officer or Employee of the Club prior to that revocation.

SECTIONS AND COMMITTEES

64. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
65. The Board may empower any section or committee created under this Constitution to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
66. Subject to the general control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.
67. Subject to this Constitution, the constitutions and rules or By-Laws of each such section created under this Constitution may be amended from time to time by a majority of the Members for the time being of such section at a General Meeting of such Members either annually or at a Meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the Meeting of the Members of the section shall have effect unless and until it has been approved by Resolution of the Board.
68. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee shall at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

69. 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 and a record of all members of the Board present and of all Resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose. The Chairman shall preside as Chairman at every Meeting of the Board or if at any Meeting he or she is not present or is unwilling or unable to act then a Deputy Chairman shall act as Chairman. If no Deputy Chairman is present or is unwilling or unable to act then the members of the Board present may elect their own Chairman.
70. The quorum for Meetings of the Board will be five (5) Directors. A Meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the Meeting.
71. The Chairman may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a Meeting of the Board.
72. Subject to this Constitution, questions arising at any Meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.
73. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
74. All acts done by any Meeting of the Board 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.
75. A Resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a Meeting of the Board, shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held. Any such Resolution may consist of several documents in identical wording each signed by one (1) or more members of the Board.
76. (a) A Director must in accordance with Sections 191 or 192 of the Act, disclose to the first practicable Meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club.
- "Material Personal Interest"* for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
- (b) The disclosure must include details of the nature and extent of the Director's Material Personal Interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that Meeting of the Board.
- (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
- (i) Which the Director has as a Member of the Club and which is held in common with the other Members of the Club; or

- (ii) Which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an Officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).
- (d) A Director who has a Material Personal Interest in a matter that is being considered at a Meeting of the Board:
 - (i) Must not vote on the matter (or in relation to a proposed Resolution under Rule 76 (e) (i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) Must not be present while the matter (or a proposed Resolution of that kind) is being considered at the Meeting.
- (e) Rule 76 (d) does not apply if:
 - (i) The Board has passed a Resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the Resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) The ASIC has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the Meeting, vote on the matter, or both be present and vote.
- (f) Section 39 of the Registered Clubs Act as amended from time to time will apply if a Director discloses an interest in a contract or proposed contract which involves the Club.

VACANCIES ON THE BOARD

77. Subject to the provisions of this Constitution, the Members in a General Meeting may by Ordinary Resolution of which at least two (2) months' notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by Ordinary Resolution appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
78. The Office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) Dies;
 - (b) Becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) Fails to disclose in accordance with the Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;
 - (d) Becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) Is absent from Meetings of the Board for a continuous period of three (3) months without leave of absence from the Board;
 - (f) By notice in writing given to the Secretary, resigns from office;

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- (g) Becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
- (h) Becomes an Employee of the Club;
- (i) Ceases to be a Member entitled to hold office on the Board;
- (j) Ceases to be a Member of the Club; or
- (h) Plays or represents another club, other than the Club, for Bowls Pennants / Championships, without consent from the Board.

79. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The Member so appointed will hold office only until the conclusion of the Annual General Meeting in the year in which an election of the Board is required.

TREASURER

80. The Treasurer shall supervise the financial affairs of the Club in such manner as the Board may determine from time to time.

SECRETARY

81. At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Group Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

SEAL

82. (a) The Board must provide for the safe custody of the Seal.
- (b) The Club may execute a document (including a Deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) Two (2) Directors; or
 - (ii) One (1) Director and the Secretary.
- (c) The Club may execute a document (including a Deed) without using the Seal if that document is signed by:
- (i) Two (2) Directors; or
 - (ii) One (1) Director and the Secretary.
- (d) The Club may only fix the Seal to a document after a Resolution of the Board to that effect.

ACCOUNTS AND AUDIT

83. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

84. The books of account shall be kept at the 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, the Registered Clubs Act or any other Act to inspect such records.

85. The Club must, within four (4) months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send or make available to each Member of the Club, but subject to Section 316 of the Act, either:
- (a) A copy of the financial report required under Section 295 of the Act, a copy of the Directors' Report required under Section 298 of the Act and a copy of the Auditor's Report required under Section 308 of the Act; or
 - (b) A copy of the Concise Report that complies with Section 314(2) of the Act.
86. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.
87. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

ADDRESSES OF MEMBERS

88. A Member must advise the Secretary of any change in his or her postal address.

NOTICES

89. The Club may give a notice to any Member either:
- (a) Personally; or
 - (b) By sending the notice by post to the address of the Member recorded for that member in the Register of Members kept pursuant to these Rules; or
 - (c) By sending the notice to the facsimile number or electronic address (if any) nominated by the Member.
90. (a) Where the Club gives a notice personally, the notice is taken to have been given to the Member on the day of receipt by that Member.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the Member:
- (i) In the case of a notice of Meeting, on the day following that on which the notice was posted; or
 - (ii) In any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends a notice by facsimile or by other electronic means, the notice is taken to have been given to the Member on the day following that on which the notice was sent.
- (d) If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club's Notice Board is deemed to be notice to that Member at the expiration of 24 hours after it is so posted up.

REGISTERS OF MEMBERS AND GUESTS

91. The Club shall keep the following registers:
- (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member and, if the member is an Ordinary Member, the date on which that Member last paid the fee for Membership of the Club.
 - (b) A register of persons who are Honorary Members.
 - (c) A register of persons who are Temporary Members.
 - (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of Members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member, the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that Member; provided always that if any entry in this register is made on any day in respect of the guest of a Member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that Member.

GUESTS

92. (a) All members other than Junior and Cadet Members will have the privilege of introducing guests to the Club. A Temporary Member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary Member is a responsible adult. On each day when a Member first brings a guest who has attained the age of 18 years into the Club, that Member will enter the name and address of that guest in the Register of Guests and will countersign that entry.
- (b) No Member shall introduce guests more frequently or in a 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 from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
 - (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
 - (d) The Board shall have power to make By-Laws from time to time, not inconsistent with these Rules or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
 - (e) 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.
 - (f) 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.

INDEMNITY TO OFFICERS

93. (a) Every person who is or was an Officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an Officer, except:

- (i) In relation to a liability owed to the Club or a related body corporate; or
 - (ii) In relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) In relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every person who is or was an Officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an Officer, except:
- (i) In defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A (2) of the Act; or
 - (ii) In defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) In defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) In connection with proceedings for relief to the person under the Act in which the Court denies the relief.
- (c) The Club may pay a premium for a contract insuring a person who is or was an Officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an Officer, except:
- (i) In relation to conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) In relation to a contravention of Sections 182 or 183 of the Act.

CLUB COMPETITIONS

94. No Member of the Club shall take part in any competition, game or match while he or she is not a Financial Member of the Club. An unfinancial Member shall be disqualified from that competition, game or match. The acceptance of any entrance fee for any competition, game or match by any Officer, Employee, other person or organisation shall not exonerate any Member from this Rule.

GENERAL

95. This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

96. This Constitution may be altered or amended only by a Resolution passed by a three-quarters majority of Life Members and Full Playing Members who are present and voting at a General Meeting, being a Meeting of which at least 21 days written notice specifying the intention to propose the Resolution as a Special Resolution has been given in accordance with these Rules.

COPY OF CONSTITUTION

97. The Club will give a copy of this Constitution to any Full Member within seven (7) days if that Member:
- (a) Asks the Club provides identification for a copy; and
 - (b) Pays a fee (up to the fee prescribed by the Act) if required by the Club.

I, David Marsh, Secretary of St Johns Park Bowling Club Limited, hereby certify that this and the preceding 30 pages are a true and correct copy of the Constitution of St Johns Park Bowling Club Limited, as amended by Special Resolutions passed at an Annual General Meeting of the Club held on 24 October 2015.



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David Marsh