

CORPORATIONS LAW

**A Public Company Limited by Guarantee
and not having a Share Capital**

CONSTITUTION

Of

**POTTSVILLE DISTRICT BOWLS AND SPORTS CLUB
LIMITED**

**trading as
POTTSVILLE BEACH SPORTS**

ACN 001 888 151

NAME

1. The name of the company is "Pottsville District Bowls and Sports Club Limited".

DEFINITIONS

2. In this Constitution, unless there be something in the subject matter or content inconsistent there with:

"Affiliated Club"	means a sporting or social club which is affiliated with a state or controlling body but excludes any sub-divisions within that club.
"By-Laws"	means the By-laws made in accordance with this Constitution.
"Constitution"	means this Constitution.
"Defined Premises"	has the same meaning as in the Registered Clubs Act.
"Director"	means a member of the Board.
"Executive"	means Chairman and Deputy Chairman.
"Full Member"	means a person who is an Ordinary member or a Life Member of the Club.
"Gaming Machines Act"	means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act.
"General Manager"	means the person who is the Secretary of the Club for the purpose of the Registered Clubs Act and includes Secretary, Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager or any other title attributed to such person.
"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.
"Rules"	means the rules comprising this Constitution.
"in writing" and "written"	include printing, typing, lithography and other modes of representing words in visible form in the English language.
"month"	means a calendar month.
"Officer"	includes the Chairman, Deputy Chairman and other members of the Board, but does not include the Auditor.
"Ordinary Member"	means a member of the Club other than a Life Member, Honorary Member, Temporary Member or a Provisional Member of the Club.

<i>"Registered Clubs Act"</i>	means the Registered Act of 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.
<i>"the Act"</i>	means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act.
<i>"the Board"</i>	means the Board of Directors of the Club.
<i>"Seal"</i>	means the common seal of the Club.
<i>"Section"</i>	means a sporting or social club consisting entirely of members of the Club and which is affiliated with a State or Federal controlling body but excludes any sub-divisions within a sporting club and uses the resources of the Club.
<i>"Special Resolution"</i>	has the same meaning as in the Act.
<i>"Sub-club"</i>	means an affiliated club or section which uses the Pottsville District Bowls and Sports Club Limited banking facilities, and whose constitution must be aligned with the constitution of the Pottsville District Bowls and Sports Club Limited.
<i>"the Club"</i>	means the Pottsville District Bowls and Sports Club Limited.
<i>"the Club Notice Board"</i>	means a board or boards designed as such within the Club's premises on which notices for the information of members are posted.
<i>"the Office"</i>	means the registered office for the time being of the Club.
<i>"Financial member"</i>	A member shall not be a financial member and be an unfinancial member of the Club if: 1. the member's subscription or any part thereof has not been paid in accordance with rule 41; or 2. any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice (which may be in the form of a tax invoice) from the Club requiring payment thereof; and in either case that member shall be and remain unfinancial for the purposes of Rule 41A until full amount owing is paid to the Club.

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

INTERPRETATION

4. A decision of the Board on the constitution or interpretation of the Constitution, or on any By-Laws or Regulations of the Club made pursuant to this Constitution or on any matter arising there from, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General meeting passing a resolution with a seventy five percent (75%) majority of those members present and voting or by the Supreme Court of New South Wales.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. 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.
6. The Board shall pay out of the assets of the Club all cost charges and expenses incidental to the preparation of this Constitution.
7. The Club is established for the objects set out in this Constitution.
8.
 - (a) The Club shall be a non-proprietary Club.
 - (b) The income and property of the Club shall be applied solely towards the promotion of the objects 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.
 - (c) 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 a director or a member of any committee of the Club, shall not be entitled under this Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club is not offered equally to every Full member of the Club.
 - (d) 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 this 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 form 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.
 - (e) 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 or remuneration.
 - (f) Subject to Rule 8(g) nothing in this Constitution shall prevent the payment:
 - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or
 - (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

- (iii) 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;
 - (iv) of reasonable and proper rent for premises demised or let by any member to the Club.
 - (g) A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:
 - (v) An honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
 - (vi) Repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.
9. An employee of the Club shall not vote at any meeting of the Club or at any election of the Board, or hold office as a member of the Board.
- 10.
- (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. This Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) 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 eighteen (18) years.
 - (c) A person under the age of eighteen (18) years shall not use or operate gaming machines on the premises of the Club.
 - (d) 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 or disposed of by the Club.
 - (e) 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.
 - (f) 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.

OBJECT

11. The Club shall have the legal capacity of a natural person and the objects for which the Club is established shall include but not be limited to the following:-
- (a) To carry on the operations of a licensed Club in accordance with the requirements of the Registered Clubs Act 1976.
 - (b) To provide, layout, establish and maintain bowling greens and such other grounds for the playing and practicing of the game or pastime of bowls at or near Pottsville in the State of New South Wales and to provide, layout and prepare, construct, alter and maintain Club houses, pavilions, dressings rooms and other conveniences in connection therewith.
 - (c) To promote the game of bowls and other sporting games, amusements, entertainment, pastimes and recreations, indoor and outdoor, as the Club shall deem expedient.
 - (d) To hold and arrange bowling and other matches, competitions and tournaments and to provide or contribute towards the provision of prizes, trophies, awards and distinctions.
 - (e) To establish, maintain and conduct a bowling and other athletic Club for the purpose of providing accommodation for the members thereof and their guests.
 - (f) To provide for members and for members' guests a bowling, other athletic, recreation, sporting and social Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.
 - (g) To purchase, take on, lease, or license or otherwise acquire property at or near Pottsville Beach or elsewhere that the Club may deem expedient and provide a Club House and/or Club Houses and any facilities and amenities of a Club.
 - (h) To encourage, foster and promote the game of football and such other sports, games, amusements, recreations and entertainment and pastimes, indoor as the Club shall deem expedient in the Pottsville district or elsewhere and to provide or assist in the provision of playing, training, coaching and teaching facilities therefore.
 - (i) To encourage, promote and assist the activities and purposes of Affiliated Clubs by means including but not limited to donations, sponsorship, advertising, use of the club's facilities and commercial arrangements that may be negotiated between the club and the Affiliated Club.
 - (j) To purchase, hire or lease or otherwise acquire for the purpose of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (k) To take or reject any gift of property, money or goods whether subject to any special trust of the Club.
 - (l) To erect, maintain and improve or alter any building or buildings for the purposes of the Club.

- (m) To subscribe or become a member of and co-operate with any other Club, association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Club and in particular to actively support and sponsor bowling organizations in the Shire of Tweed or elsewhere.
- (n) To raise money by entrance fees, levies and subscriptions and to grant rights and privileges to subscribers and to make, rescind, alter or vary rules and regulations as to the eligibility for admission to and duration (including life membership), determination and suspension of membership of the Club; entrance fees, and subscriptions payable of respect of such membership honorary members and visitors; the rights and privileges accorded to and qualification, restrictions and conditions to be attached to the member of the Club; arrangements with other Clubs or associations for reciprocal concession or otherwise; committees of members in connection with the management of the Club; the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interest of the Club.
- (o) In furtherance of the objects of the Club to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments, liquid and solid, required by persons frequenting the Club's grounds or premises,
- (p) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid, to persons using or to visitors to the Clubhouse, grounds and premises of the Club and to apply for, take out and hold licences for the conduct of such business.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold and property which may be subject to any trusts the Club shall only deal with the same manner as is allowed by law having regard to the terms of such trusts.
- (r) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise which may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (s) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Club.
- (t) To establish, support or aid in the establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees of the Club or the dependents or the connections of any such persons; and to grant pensions and allowances and to make payments towards insurance and to subscribe to or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (u) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may be calculated directly or indirectly to advance the Club's interests and to contribute to, subsidize or otherwise assist

and take part in the construction, improvement, maintenance, development, working, management, carrying out, alterations or control thereof.

- (v) To invest and deal with the monies of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time vary, renew and realize upon such securities and investments.
- (w) To borrow or raise or secure the payment of money in such a manner as the Club may think fit to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off such securities.
- (x) To make, draw, accept, endorse, discount, exclude and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (y) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club provided always that notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a certificate of registration under the Registered Clubs Act, 1976 shall be leased.
- (z) To take or hold mortgages, lien and charges to secure payment of the purchase price or any unpaid balance of the purchase of any part of the Club's property of whatsoever kind sold by the Club or money due to the Club from purchases or others.
- (aa) To print or publish any newspaper, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (bb) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects all together or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent as great as that imposed upon the Club under or by virtue of Rule 12 of the Constitution.
- (cc) 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 authorized to amalgamate.
- (dd) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred and personal liability for the benefit of the Club and for the purpose to give mortgages, charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (ee) To make donations for patriotic, educational or charitable purposes.

(ff) To hold a certificate of registration of the Club under the Registered Clubs Act, 1976 and from time to time apply for and obtain a renewal of such certificate of registration and to make application for and obtain a Certificate under the Gaming and Betting Act, 1912, as amended, entitling the Club to operate poker machines and from time to time to apply for and obtain a renewal of such a certificate.

(gg) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

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 so as to widen and not restrict the powers of the Club.

WINDING UP

12. The liability of the members of the Club is limited.
13. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time he or she is a member or within one 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 contributions amongst themselves such amount as may be required not exceeding \$20.00.
14. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominately for the encouragement of a game or sport and which has or have objects the same or similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution, 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 as 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

15. The Club must comprise at least the minimum number of Full members as required under the Registered Clubs Act.
16. No person under the age of eighteen (18) years shall be admitted as a member of the Club.
17. The persons who at the date of the Special Resolution adopting the 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.
18. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.

19. Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:

- Bowling Members
- Social Members
- Staff Associates

Each class of Ordinary membership is open to both sexes.

20. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of members in the class shown below under the heading of "old class" shall be transferred on and from that date to the class shown under the heading of "new class".

<u>Old Class</u>	<u>New Class</u>
Bowling Member	Bowling Member
Sporting Member	Social Member
Staff Associate	Staff Associate

21. The members of the Club entitled to vote at an election of the Board of the Club shall at all times comprise at least 25% of the full members of the Club.

RIGHTS OF MEMBERS

22.

- (a) Life members, Bowling members and Ordinary members only of the Club shall have full voting rights and, subject to this Constitution, be eligible to be elected to or hold office on the Board.
- (b) Staff Associates shall not be permitted to participate in the management of the Club nor to vote at any General Meeting of the Club or at the election of the Board.

23. Subject to Rule 9, each financial member who is eligible to vote shall have one vote.

24.

- (a) The rights of members to use the sporting and other facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise provided that Social members shall not be entitled to join the Sporting Sections of the Club unless they make application to join and are accepted by the relevant Sporting Section and pay all applicable affiliation fees and charges whatsoever levied by that Sporting Section.
- (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 organize 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 service of gambling policy (as adopted and amended by the Board from time to time).

ELIGIBILITY FOR VARIOUS CLASSES OF ORDINARY MEMBERSHIP

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

(a) Bowling Members

Persons over the age of eighteen (18) years who have made application for membership of the Club in accordance with this Constitution and have been duly admitted and have applied for and been accepted by the Bowls Section.

(b) Social Members

Persons of or over the age of eighteen (18) years who do not qualify for membership of the Club under the provisions of sub-clause (a) herein and who have made application for membership of the Club in accordance with this Constitution and been duly admitted.

(c) Staff Associates

- (i) Any employee of the Club who has signed the Conditions of employment approved from time to time by the Board and who has made application for membership of the Club in accordance with the requirements of this Constitution and has been duly admitted.
- (ii) The membership of a Staff Associate shall be terminated when the person ceases to be employed by the Club, but the person shall be eligible to apply to transfer to another class of membership for which he or she is qualified.
- (iii) Staff Associates shall be entitled to apply for and be accepted for membership to Sections and Committees subject to Rule 23.
- (iv) A Staff Associate shall not be elected to an office of a committee of any Sporting Section, Affiliated Club, Sub-Club or Committee without the Sporting Section, Affiliated Club, Sub-Club or Committee seeking prior Board approval for that Staff Associate to be acceptable to the Board for the election to the committee of the Sporting Section, Sub-Club or Committee and the Board shall approve or reject the application or make any other order in respect of the application as it sees fit and the Board shall not be required to give reason.

LIFE MEMBERS

26. The requirements for eligibility for election as Life Member of the Club shall be:

- (a) Any Ordinary member who has rendered long or meritorious service to the Club and has been elected as such by resolution carried by a majority of seventy five (75%) of those present and voting at a General Meeting, following the submission to such meeting of an appropriate recommendation from the Board, shall be a Life member.

- (b) Nominations for Life membership of the Club shall be presented to the Board for recommendation not less than two (2) months prior to the next General Meeting of the Club, provided such nomination is made in writing by five (5) Life members or Ordinary members of the Club.
- (c) A Life member shall be relieved from payment of any subscription or levies of the Club but shall have all the rights and privileges of their class of membership immediately prior to election as a Life member but shall remain liable for all fees, levies and charges made by any Bowling Section or Sporting Section to which he or she may belong.

HONORARY MEMBERS

- 27. The following persons may be admitted as Honorary members of the Club in accordance with procedures as established by the Board from time to time.
 - (a) the Patron or Patrons for the time being of the Club.
 - (b) any prominent citizen or local dignitary visiting the Club.
- 28. Honorary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and 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.
- 29.
 - (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 the Honorary membership is conferred;
 - (iv) The date on which the 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 the power to cancel the membership of an Honorary member without notice and without being required to give reason.

TEMPORARY MEMBERS

30. A temporary member is a person who enters the club or makes use of any of its facilities, and who is not an Ordinary Member, Life Member, or Honorary Member
- (a) Temporary members shall not be required to pay an entrance fee or subscription.
 - (b) Temporary members shall be entitled to only those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any meeting of the Club, nominated for or to be elected to the Board or any affairs of the Club in any way.
 - (c) The General Manager, or in the General Manager's absence the senior employee of the Club then on duty, 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 eighteen (18) years may be admitted as a Temporary member of the Club.
 - (e) When a Temporary member 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;
 - (iv) the signature of the Temporary member.

TRANSFER OF MEMBERSHIP

31. 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 the 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.

ELECTION OF MEMBERS

32. A person shall not be admitted as a member of the Club, other than as Honorary member, Temporary member or Provisional member, unless that member is elected to membership at a meeting of the Board, or a duly appointed Membership Committee of the Club, the names of whose members present and voting at that meeting are recorded. Two (2) or more votes in the negative shall be sufficient for the rejection of any candidate. The election shall be by secret ballot if requested by any member of the Board or Membership Committee. The Board or Membership Committee may reject any application for membership without assigning any reason for such rejection.
33. Every candidate for membership of the Club shall be proposed by one Life member or Ordinary member, subject to this Constitution.
- 34.
- (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 applicant and a statement that the candidate if admitted will be bound by the Constitution of the Club.
 - (b) The nomination form shall be signed by the proposer and the candidate.
 - (c) The nomination form shall be lodged with the General Manager who shall as soon as practicable cause the name, address and occupation of the candidate and of the candidate's proposer to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse 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.
- 35.
- (a) When a person has been elected to membership the General Manager 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 one month after the notice of election to membership has been given as herein provided, the Board at its discretion may cancel its election of the person to membership of the Club.
 - (b) A copy of the Constitution shall be supplied to a member on request being made to the General Manager and if demanded on payment of any fee that may be prescribed by the Act.

PROVISIONAL MEMBERSHIP

- 36.
- (a) Any person who has lodged with the General Manager 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 membership

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 is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of lodging the nomination form with the General Manager or should that person's application for membership be refused (whichever is earlier), that person shall cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the application form shall immediately be returned to that person.
- (c) Provisional members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, 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 this Constitution 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

- 37. Members subscriptions shall be paid annually and in advance or more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided by this Constitution shall be prescribed by the Board from time to time.
- 38. The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club shall be as the Board may from time to time prescribe, provided that the amount payable by Ordinary members shall be not less than \$2.00 per annum or such other minimum amount prescribed from time to time to the Registered Clubs Act.
- 39. If the entrance fee and/or subscription or any part thereof is not paid by the date upon which it falls due for payment, the General Manager shall give to the member in default seven (7) days written notice within which such entrance fee and/or subscription must be paid, and if the same is not paid within the time limited by such notice the defaulting member shall become an unfinancial member.
 - (a) Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 2) shall not be entitled to:
 - (b) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (c) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board.
 - (d) attend or vote at any meeting of the Club or any Sub club;
 - (e) nominate or be elected or appointed to the Board or any committee of a Sub club;

- (f) vote in the election of the Board or any committee of a Sub club;
- (g) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (h) propose, second or nominate any eligible member for Life Membership.

PATRONS

- 40. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting. The election shall be by a simple majority of the members present and entitled to vote.

ADDRESSES OF MEMBERS

- 41. A member must advise the General Manager of any change in his or her address.

REGISTER OF MEMBERS AND GUESTS

- 42. 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.

DISCIPLINARY PROCEEDINGS

- 43. 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 paragraph (h) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of 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 the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept resignation of such member and to remove the person's name from the Register of members, provided that:
 - (a) Such a member shall be notified of any charge against the member pursuant to this Rule by notice in writing by a prepaid letter posted to his or her last known address at least (14) clear days before the meeting of the Board or Disciplinary Committee at which the charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to

the charge. The notice shall also advise the member of the methods by which the member may answer the charge and provide witness statements in his or her defence. The methods offered are at the sole discretion of the Board or Disciplinary committee, and include but are not limited to:

- (i) In writing, with any witness statements being provided in writing;
 - (ii) In person, with witnesses attending in person or providing written statements;
 - (iii) In person, with witnesses providing written statements;
 - (iv) By teleconference, with witnesses also attending by teleconference or providing written statements;
 - (v) By teleconference, with witnesses providing written statements;
 - (vi) By video conference, with witnesses also attending by video conference or providing written statements;
 - (vii) By video conference, with witnesses providing written statements;
 - (viii) Any other method deemed suitable by the Board or Disciplinary Committee
- (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) Any written witness statements provided by the member must be prepared, signed, and dated by the witness.
- (d) The voting by 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 a majority of the members of the Board or Disciplinary Committee present vote in favour of such resolution.
- (e) (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 representation made to it in writing by the member charged.
- (f) Any decision of the Board or Disciplinary Committee 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.
- (g) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, 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.

- (h)
- (i) The Board may by resolution delegate all of the powers and functions given to the Board by this Rule 43 to a Disciplinary Committee comprising not less than;
 - three (3) directors; or
 - three (3) Full members; or
 - a combination of both (a) and (b) above selected by the Board.
 - (ii) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in this Rule.
 - (iii) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to this Rule 43 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

44.

- (a) The General Manager or in the General Manager's absence the senior employee of The Club then on duty ("the senior employee"), shall have the power to remove and Suspend any member from the premises of the Club:
 - (i) who in the opinion of the General Manager or the senior employee is then Intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the General Manager or the senior employee may render the Club or the General Manager liable to penalty under the Registered Clubs Act.
- (b) The General Manager or the senior employee of the Club who has exercised the power referred to in paragraph (a) of this Rule shall make a written report to the Board or the Board's duly constituted Disciplinary Committee (as referred to in Rule 43) within 7 days of the date of the removal. The report will set out the facts, matters and circumstances giving rise to the removal of the member.
- (c) Any suspension of a member pursuant to paragraph (a) of this Rule shall apply until The next meeting of the Board or the Disciplinary Committee at which the charge is heard.

45. Any member whose membership is suspended pursuant to Rules 43 or 44 shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;

- (e) vote in the election of the Board or any committee of a Sub club;
- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

46.

- (a) In addition to any powers under Section 77 of the Liquor Act, the General Manager or, subject to Rule 46(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
 - (i) who is then intoxicated , violent, quarrelsome or disorderly; or
 - (ii) who, for the purpose of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
 - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) if pursuant to Rule 46(a) 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 46B(e)] 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.
- (c) without limiting Rule 46, if a person has been refused admission to or turned out of the Club in accordance with Rule 46(a)(i), the person must not re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) without limiting Rule 46(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 46(a)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

- (e) 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:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

47.

- (a) A member may at any time by giving notice in writing to the General Manager resigns from membership of the Club and such resignation shall take effect from the date on which it is received by the General Manager.
- (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 subscriptions 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 this Constitution.

GUESTS

48.

- (a) All Ordinary members shall have the privilege of introducing guests to the Club.
- (b) The Register of guests shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member the name in full or 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.
- (c) No member shall introduce guest 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 from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.
- (d) Members shall be responsible for the conduct of any guest they may introduce to the Club.
- (e) 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.

- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests with respect of that guest.
- (g) 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.
- (h) The General Manager, or in the General Manager's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.

THE BOARD

49.

- (a) The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors, consisting of the Chairman, one (1) Deputy Chairman and five (5) Ordinary Directors. At all times a majority of the Directors must be Bowling members.
- (b) The members of the Board shall be organised in three (3) Groups ("1", "2", and "3"). Group 1 shall consist of a two (2) ordinary Directors, Group 2 shall consist of the Deputy Chairman and one (1) ordinary Directors, and Group 3 shall consist of the Chairman and two (2) ordinary Directors.

THE BOARD – Transitional Provisions

50.

- (a) The structure of the board will transition over a period of three (3) years as defined below, with the final structure as defined in Rule 48 taking effect from the date of the Annual General Meeting held in 2026. Current Group allocations will remain unchanged.
 - (i) 2024 – All Group 3 positions (Chairman and Two (2) ordinary Directors) are electable and nominations will be received for them.
 - (ii) 2025 – All Group 1 positions (Two (2) ordinary Directors) are electable and nominations will be received for them.
 - (iii) 2026 – All Group 3 positions (Deputy Chairman and Two (2) ordinary Directors) are electable and nominations will be received for them.
- (b) Notwithstanding the provisions of Rule 50(a), if the composition of the board matches the final structure as defined in Rule 49 due to resignation of sitting board members or less nominations being received than available electable positions, the board may alter the transitional schedule as applicable.

51. The election of the Board shall take place in the following manner:

- (a) From the Board election held in 2022 and moving forward, the Board positions allocated to a single Group as defined in Rule 49(b) shall be designated as “electable positions” each with a term of three (3) years.
- (b) From 2022 and moving forward, positions in each Group shall be “electable positions” based on the following schedule:
 - (i) 2022 – Group “1”
 - (ii) 2023 – Group “2”
 - (iii) 2024 – Group “3”

with rotation of groups to continue in succeeding years

- (c) To be eligible for nomination and election to the Board, a person
 - (i) Must be a current financial member of the Club; and
 - (ii) Must have been a financial member of the Club for the five (5) years preceding their nomination; and
 - (iii) Must not have been the subject of any disciplinary action by the Club in the five (5) years preceding their nomination; and
 - (iv) Must not be prohibited from being a Director by reason of any order made under the Registered Clubs Act.
- (d) Nominations for the election to the Board shall be made in writing signed by the nominee (who shall signify his or her consent to the nomination) and shall state the nominee is nominated for office as a member of the Board. The proposer and seconder must be financial members or Life members at the time the nomination form is signed. The nominee must satisfy the eligibility requirements prescribed by the Constitution at the time the nomination form is signed.
- (e) Nominations for all electable positions on the Board of Directors must be called fourteen (14) days prior to the closing date as notified by prepaid mail posted to the last known address of all eligible members and by notice in the Club.
- (f) The closing date for nominations will be laid down by the Board and advertised but must be at least thirty one (31) days prior to the date of the Annual General Meeting.
- (g) As soon as practicable after nominations have closed, the General Manager 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.
- (h)
 - (i) If the number of candidates duly nominated for 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 no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will 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 candidate is nominated for a vacancy, an election by ballot for that vacancy will be held in accordance with procedures prescribed by the Board. Any vacancy which remains after the conclusion of the Annual General Meeting may be filled by the Board as a casual vacancy.
- (iii) If the number of candidates duly nominated exceeds the number required to be elected, a ballot shall be taken in accordance with this Constitution and as prescribed by the Board from time to time by By-Laws or otherwise.
- (i) The members in Annual General Meeting will appoint a Returning Officer for the conduct of the ballot. However, if members fail to appoint a Returning Officer, the Board will appoint the Returning Officer. The Returning Officer will appoint two (2) or more scrutineers to assist in the conduct of the ballot. A candidate in the election will not be appointed as either Returning Officer or as a scrutineer.

MANDATORY TRAINING FOR DIRECTORS

52.

- (a) A member of the Club who becomes a Director of the Club after 1 July 2013, must, in accordance with the Registered Clubs Regulation 2009, complete such training as may be prescribed by the Regulation, within twelve (12) months of becoming a member of the Board.
- (b) In relation to Directors of the Club who, as at 1 July 2013, were already Director:
 - (i) at least 50% of the existing Directors must complete the required training by 30 June 2016;
 - (ii) all remaining Directors must complete the required training by 30 June 2018.
- (c) In this Rule 52:
 - (iii) **registered training organisation** means an NVR registered training organisation within the meaning of the National Vocational Education and Training Regulator Act 2011 of the Commonwealth.
 - (iv) **required training** means:
 - (1) the courses entitled “Director Foundation and Management Collaboration” and “Finance for Club Boards” conducted by or on behalf of Clubs NSW, or
 - (2) the units of competency entitled “Implement Board member responsibilities – BSBGOV401A”, “Work within organisational structure – BSBGOV402A” and “Analyse finance reports and budgets – BSBGOV403A” conducted by a registered training organisation.

- (d) The required training or any other course of instruction for directors for the purposes of this Rule 52 shall be at the expense of the Club.
- (e) A director who fails to comply with this Rule 52 will be in breach of this Constitution and may thereby be subject to disciplinary action in accordance with Rule 44 or 45.

POWERS OF THE BOARD

- 53. The Board shall be responsible for the management of the business and affairs of the Club.
- 54. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorized to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being consistent with this Constitution from time to time made by the Club in 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 hereinbefore 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 its powers so delegate 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 ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. The meeting and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meeting 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 property and for the convenience, comfort and well-being of the members of the Club and to amend or rescind from time to time any such By-law and without limiting the generality thereof particularly for:
 - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (ii) the general management and control of the trading activities of the Club;
 - (iii) the management and control of the Club's premises;
 - (iv) the upkeep and control of the grounds;

- (v) the conduct of members and the guests of members;
 - (vi) the privileges to be enjoyed by each class of member;
 - (vii) the relationships between the members and the Club's employees;
 - (viii) the relationships between Sporting Sections;
 - (ix) the financial reporting requirements of each Sporting Section;
 - (x) and generally all such matters as are commonly the subject matter of the 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 General Meeting.
- (c) To enforce the observance of all By-laws by suspension from the enjoyment of the Club's privileges or any of them or otherwise as it thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized 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 or 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 and 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 realize 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 debenture or debenture stock perpetual or otherwise and either charged upon or over all or in 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 over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels, land or buildings belonging to the Club and to lease any property of the Club and 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 defined premises without the consent of the Licensing Court first being obtained.

- (k)
 - (i) To appoint, discharge and arrange duties and powers of the General Manager and to determine the remuneration and terms of employment of such General Manager and to specify 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 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, sporting activities or social activities in which the Club is from time to time 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 By-law for the control and regulation of such Sections and Committees or to reconstitute the same on a similar or different basis.
- (n) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (o) To recommend the amount of honorarium payable to any person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (p) To repay out-of-pocket expenses incurred by any member of the Board or any other person in the course of carrying out his or her duties for the Club.

BY-LAWS

55. Any By-laws made under this Constitution shall come into force and have full authority of a By-law of the Club on being posted on the Club Notice Board.

SECTIONS AND COMMITTEES

56. The Board may permit any Section created under this Constitution to adopt a name distinctive of such Section and to become affiliated with the body controlling the game or activity in any State of 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.

57. A person is ineligible to be a member of any Section created under this Constitution unless he or she is a financial member of the Club.
58. Each Section of the Club shall operate its financial affairs through the Club's banking facilities and the Committee of each Section shall be responsible to the Board for the financial affairs of the Section.
59. Subject to the absolute 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 (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 the inspection by or on behalf of the Board.
60. Subject to this rule, the constitutions and rules or by-laws of each Section created under this Constitution may be amended from time to time by a majority of members for the time being of each 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 at the meeting of members of the Section shall have effect unless and until it has been approved by resolution of the Board. The constitution and by-laws of each Section shall not contain any matters in conflict with the Club's Constitution.
61.
 - (a) The Committee of a Section may take disciplinary proceedings against a member of the Section, in accordance with the constitution of the Section, on matters dealing only with the operation of the Section.
 - (b) Any disciplinary action which is taken by a Section or Committee created under this Constitution in respect of any member of any 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

62. 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 necessary but at least once in every 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 into 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 the Deputy Chairman shall act as Chairman. If the Deputy Chairman is unwilling or unable to act, then the members of the Board present may elect their own Chairman.
63. The quorum for meetings of the Board shall be four (4) members of the Board.
64. The Chairman may at any time and the General Manager upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.

65. 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.
66. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if as 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.
67. All Acts done by any meeting of the Board or 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.
68. A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effected as if it has 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 or more members of the Board.
- 69.
- (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any personal interest which that Director has in a matter that relates to the affairs of the Club; "Material personal interest" for the purpose 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 the 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. This disclosure must be recorded in the Minutes of that meeting of the Board.
 - (c) Without limiting the application of Section 192 (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 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 Paragraph (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 proposed resolution of that kind) is being considered at the meeting.
- (e) Paragraph (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 Australian Securities and Investment Commission 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.

VACANCIES ON THE BOARD

70. Subject to the provisions of this Constitution, the members in 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 whosoever or the whole 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 the same if he or she had not been so removed.
71. 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 related 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 General Manager, resigns from office;
 - (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 hold a qualification by which that person was appointed or elected to office;
 - (j) ceases to be a member of the Club; or
 - (k) ceases to be a member entitled to hold office on the Board.
72. The Board has the 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 next Annual General Meeting at which an election of the Board is required.
73. Notwithstanding any vacancy on the Board, the continuing directors on the Board may act, 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.
74. When a vacant position is filled under Rule 72, the person appointed shall hold that position for the remainder of the term of the group to which it which it was allocated under the provisions of Rule 50 of this constitution.

GENERAL MEETINGS

75. 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 Annual General Meetings shall be called General Meetings.
76. The Board may whenever it thinks fit convene a General Meeting and it shall on the request of not less than five percent (5%) of its members of the Club or one hundred (100) members of the Club (whichever is the lesser) having at the date of the deposit of the request at the Office of the Club a right to vote at General Meetings of the Club, within twenty one (21) days proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the deposit of the request and in the case of such request the following provisions shall have effect.
- (a) The request shall state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office of the Club and may consist of several documents in identical wording each signed by one (1) or more of those members.
 - (b) If the Board does not within twenty one (21) days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.

- (d) Any meeting convened under this Rule by the members shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the members in convening any such meeting shall be repaid to the member by the Club.
77. Subject to the provisions of the Act relating to Special Resolutions, at least twenty one (21) days notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business shall be given in the manner provided by this Constitution to all members entitled to attend and vote at General Meetings of the Club, but 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 Investment Commission or its successor, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

78. The ordinary business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and reports prescribed by Section 317 of the Act and to elect, as required and in the manner prescribed in this Constitution, members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
79. No business is to be transacted at any General Meeting unless a quorum of members is present at the time 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 five percent (5%) of the members of the Club or one hundred (100) members of the Club (whichever is the lesser) 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 thirty (30) members of the Club who are present and entitled to vote,
80. If within fifteen (15) minutes from the time appointed from any General Meeting a quorum is not present the meeting if convened upon the requisition 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.
81. The Chairman shall be entitled to take the Chair at every General Meeting. If the Chairman is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Deputy Chairman shall act as Chairman. If the Deputy Chairman is not present or is not willing or unable to act as Chairman, then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

82.

(a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is determined by the Chairman or by not less than 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 for any office of the Club or the Board or any committee thereof

as the proxy of another person.

83. 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 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.

84.

(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 demanded 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.

85. 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 the adjournment took place. A resolution passed at any adjournment 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 any of the business to be transacted at an adjourned meeting save when a meeting is adjourned for one month or more, when notice of the adjourned meeting shall be given as in the case of the original meeting.

86. 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 prime facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

87. 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.
88. 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 authorized or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
- 89.
- (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report in accordance with Section 316A of the Act to those members who request that copies of the reports referred to below be sent to them.
 - (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
 - (i) the financial report of the Club;
 - (ii) the directors' report; and
 - (iii) the auditors' report on the financial report.
90. The financial year of the Club shall commence on the first day of July and end on the last day of June of the following year, or subject to the Act, be for such other period as the Board may determine.
91. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

- 92.
- (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Club for the purpose of the Registered Clubs Act and shall have the title of General Manager.
 - (b) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by this Constitution to be performed by the Secretary.
 - (c) At any time there shall be only one Secretary of the Club
 - (d) The duties of the General Manager shall be those negotiated with the Board and set out in the Contract of Employment governing the employment of the General Manager.

EXECUTION OF DOCUMENTS

93. The Board must provide for the safe custody of the Seal.
- 94.
- (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the Seal witnessed by:
 - (i) two (2) Directors; or
 - (ii) one Director and the General Manager.
 - (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) two Directors; or
 - (ii) one Director and the General Manager.
 - (c) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

95. A notice may be given by the Club to any member either;
- (a) personally; or
 - (b) by sending the notice by prepaid to the address of the member recorded for that Member in the Register of members kept pursuant to this Constitution; or
 - (c) by sending the notice to facsimile number or electronic address (if any) nominated by the member.
- 96.
- (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
 - (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
97. 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 Notice Board shall be deemed to be notice to such member at the expiration of twenty four (24) hours after it is posted up.
98. The signature to any notice to be given by the Club may be written or printed.

INDEMNITY OF OFFICERS

99.

- (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 liability for legal cost) to another person incurred as such an officer except in relation to:
 - (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under Section 1317G of the Act; or
 - (iii) 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 cost 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 Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making 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 in relation to:
 - (i) conduct involving a wilful breach of duty in relation to the Club.
 - (ii) a contravention of Section 182 or 183 of the Act.

COMPETITIONS

100. No member of the Club shall take part in any Club 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 organization shall not exonerate any member from this rule.

READING OF THE CONSTITUTION

101. 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

102. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members and Bowling members and Social members who are present and voting at a General Meeting, being a meeting of which at least twenty one (21) days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with this Constitution.

POTTSVILLE DISTRICT BOWLS AND SPORTS CLUB LIMITED
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