

I, Norman Muir, Secretary, certify that this and the following 29 pages is a true and correct copy of the Constitution of Northmead Bowling, Recreation and Sporting Club Limited as amended by special resolutions passed at the Annual General Meeting of Northmead Bowling, Recreation and Sporting Club Limited held on 29 October 2013.

Norman Muir

CORPORATIONS LAW

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

CONSTITUTION

of

NORTHMEAD BOWLING, RECREATION AND SPORTING CLUB LIMITED

ACN 001 068 275

NAME

1. The name of the company is "Northmead Bowling, Recreation and Sporting Club Limited".

DEFINITIONS

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

"By-laws" shall mean and include regulations.

"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 printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.

"month" means calendar month.

"Officer" includes any member of the Board but does not include the Auditor.

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

"Secretary" includes Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

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

"the Act" means the Corporations Law. 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 this Constitution.

"the Club" means the company named in Rule 1.

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

"the Liquor Act" means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is to that provision as modified by any law for the time being in force.

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

"the 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.

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 construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting 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 Club is established for the objects set out in this Constitution.
7.
 - (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 certificate of registration under Part 2 of the Registered Clubs Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
 - (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.
- 8.
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any 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.
- 9.
- (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

OBJECTS

10. The objects for which the Club is established are:
- (a) To provide, develop, maintain and alter from time to time bowling greens, and other playing areas or grounds at or near Northmead in the State of New South Wales and to lay out and prepare such bowling greens and other playing areas or grounds for the game of Bowls and other purposes of the Club and to provide pavilions, lavatories, club rooms and other such conveniences in connection therewith.
 - (b) To promote the game of Bowls and other sports, games, pastimes, amusements, entertainments and recreations indoor and outdoor.
 - (c) To take over the funds and other assets and the liabilities of the unincorporated club known as the "Northmead Bowling and Recreation Club".

- (d) To hold and arrange Bowls and other matches and tournaments, sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions. Provided that no member of the Club or other person shall receive any prize, award or distinction except as a successful competitor at any match, tournament, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match, tournament, sporting event, trial or competition may be awarded to that member or other person.
- (e) To subscribe to, become a member of and co-operate 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 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.
- (f) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club's grounds.
- (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (h) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority any arrangements, rights, privileges and concessions which the Club may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, workers and other persons as may be necessary or convenient for the purposes of the Club.
- (j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (k) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of securities or trust funds.
- (l) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.

- (m) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) 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.
- (o) To take or hold mortgages, items and charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club, but subject always to the proviso in paragraph (g) of this Rule.
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (s) To amalgamate with any clubs, companies, institutions, societies, or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the clubs, companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (v) To make donations for patriotic or charitable purposes.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) To make application for and obtain a certificate of registration of the Club under the Registered Clubs Act, and from time to time apply for and obtain a renewal of such certificate of registration.
- (y) 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 purposes of selling and/or distributing intoxicating liquor and other supplies, and the operation of automatic machines.
- (z) To do all or any of the above mentioned things either singly or in conjunction with any other club, company, institution, society, association or person and either as principals, agents, contractors, trustees or otherwise.

- (aa) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them 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 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.

11. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set out 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. However, nothing in this Constitution shall prevent:
- (a) the payment in good faith of interest to any member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club; or
- (b) the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for hire of goods or payment of rent for premises let to 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 Club being wound up during the time that 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 contributories amongst themselves such amount as may be required not exceeding \$10.
14. 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 that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of 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

15. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
16. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior Bowling member.

17. 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.
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:
 - Full Bowling members
 - Social Bowling members
 - Club members
 - Social members
 - Junior Bowling members
20. Each class of Ordinary membership shall be open to both sexes.
21. 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.

RIGHTS OF MEMBERS

22. (a) Financial members in the classes of Life membership, Full Bowling membership and Club membership are entitled:
 - (i) to attend and to vote on all matters at any General Meeting; and
 - (ii) to vote at the election of the Board.
 - (b) Financial members in the class of Social Bowling membership and Social membership are entitled:
 - (i) to attend a General Meeting if the Act or the Registered Clubs Act entitles them to vote on a matter to be considered at that meeting and to vote only on that matter; and
 - (ii) to vote at the election of the Board.
 - (c) Financial members in the class of Social Bowling membership and Social membership may at the Board's discretion attend a General Meeting not described in paragraph (b)(i) but will not be entitled to vote at that meeting.
 - (d) Financial members in the class of Junior Bowling membership may at the Board's discretion attend a General Meeting but will not be entitled to vote at that meeting. Junior Bowling members are not entitled to vote at the election of the Board.
23. Subject to Rule 8(a), each member who is eligible to vote shall have one vote.
 24. The rights of Ordinary members to use the facilities and amenities of the Club are as follows:
 - (a) Bowling members shall be entitled to all the playing and social privileges and advantages for which the Club is established.

(b) Club members shall be entitled to all the social privileges and advantages for which the Club is established and shall have such playing privileges as determined by the Board from time to time.

(c) Social Bowling members shall be entitled to the playing privileges as determined by the Board from time and to the social privileges of the Club.

(ed) Social members shall be entitled only to the social privileges of the Club.

(de) Junior Bowling members shall be entitled to the playing privileges as determined by the Board from time to time and to such social privileges as comply with the Registered Clubs Act.

ELIGIBILITY FOR 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**

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

(b) **Club members**

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

(d) **Social Bowling members**

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

(ed) **Social members**

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

(de) **Junior Bowling members**

(i) A person who is under the age of 18 years and is elected by the Board to Junior Bowling membership of the Club.

(ii) A person applying for Junior Bowling membership must satisfy the Board that he or she has an interest in taking an active part in the sporting activities of the Club regularly, and the Board must receive from the parent or guardian of that person a written consent to that person joining the class of Junior Bowling membership and taking part in the sporting and other activities of the Club.

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- (iii) Junior Bowling members shall be ineligible to hold office, vote at General Meetings, nominate persons for membership or introduce guests to the Club nor shall they have any part in the management of the Club.
- (iv) Junior Bowling 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 or in respect of which an approval has been granted pursuant to Section 22A of the Registered Clubs Act.

LIFE MEMBERS

- 26. (a) A Bowling member or Club member who has rendered outstanding service to the Club and has been elected as such by resolution carried by a two-thirds majority 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 of the Club.
- (b) Nominations for Life membership of the Club shall be presented to the Board for recommendation prior to the next General Meeting of the Club, provided that such nomination is made in writing by 2 Life members, Bowling members or Club members.
- (c) A person elected as a Life member shall be relieved from payment of any subscriptions or levies but shall have all the rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life member.

HONORARY MEMBERS

- 27. 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;
 - (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 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.
- 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 Honorary membership is conferred;
 - (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.

TEMPORARY MEMBERS

- 30. The Club may admit as a Temporary member of the Club any person who satisfies the eligibility requirements for temporary membership under the Registered Clubs Act and any additional requirements as the Board may determine by By-law.
- 31. (a) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a Temporary membership fee as the Board may determine.
- (b) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or 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, may terminate the membership of any Temporary member at any time without notice and without being required to give reason.

TRANSFER OF MEMBERSHIP

- 32. 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.

ABSENTEE LIST

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

ELECTION OF MEMBERS

- 34. 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 a duly appointed election committee of the Club, by at least a three-quarters majority of the members of the Board or the election committee who are present, the names of whose members present and voting at that meeting are recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
- 35. (a) Every application for Ordinary membership must be on a membership application form approved by the Board.
- (b) The application form will contain those particulars which the Board may determine. The application form will as a minimum include the full name, address and

occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Club's Constitution.

- (c) The candidate must sign the application form.
 - (d) The name and address of the applicant must be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than 7 days before the applicant's election to ordinary membership. An interval of at least 14 days must elapse between the Club's receipt of the application form and the applicant's election to Ordinary membership.
36. (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 one month 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 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.
37. The Board will not consider another application for Ordinary membership from any person whose previous application has been rejected within the previous 12 months.

PROVISIONAL MEMBERSHIP

38. (a) The Club may admit a person to Provisional membership pending the Board's decision on the person's application for Ordinary membership. The requirements for admission to Provisional membership are:
- (i) the person has applied for a class of Ordinary membership on the Club's membership application form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.
- (b) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine. Provisional members are not entitled to attend or vote at any General Meeting, to be nominated for or 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) If a person who is admitted as a Provisional member is not elected to Ordinary membership of the Club within 6 weeks from the date the Club receives the application form or if that person's application for Ordinary membership is rejected (whichever is the earlier), that person will cease to be a Provisional member. The Club will return the entrance fee (if any) and subscription submitted with the application form to that person.
- (d) If the Board approves the application for Ordinary membership, that person will cease to be a Provisional member and from the date of approval the person will be admitted to the class of Ordinary membership applied for.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

39. Members subscriptions shall be paid annually or, if the Board so directs and approves, by quarterly or half-yearly instalments and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
40. The entrance fees and 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 \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
41.
 - (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the member will cease to be a financial member.
 - (b) If the member pays the subscription or other money within one month after the due date (or further time which the Club in its discretion may permit), that member will again be a financial member.
 - (c) If the subscription or other money remains unpaid after one month from the due date (or further time which the Club in its discretion may permit), the defaulting member will cease to be a member of the Club.
42. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

43. 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 and such Patron or Patrons shall thereby be deemed to be Honorary members of the Club and subject to this Constitution shall remain Honorary members while they remain a Patron.

ADDRESSES OF MEMBERS

44. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

45. 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.

DISCIPLINARY PROCEEDINGS

46. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any Full member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
 - (ii) is guilty of any conduct which is prejudicial to the Club's interests; or
 - (iii) is guilty of any conduct which is unbecoming of a member; or
 - (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board will comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club will give written notice to the member of any charge against that member under this Rule at least 14 days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (ii) The member is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting the member is entitled to call witnesses in his or her defence.
 - (iv) The Board may decide the manner of voting by the Directors present at the meeting. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and on the evidence before it make a decision as to the member's guilt and, if the member is found guilty, a separate decision as to penalty. However the Board will have regard to any written representations made to it by the member charged.
 - (vi) After the Board has considered all the evidence put against the member it will come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board will, if the member has attended the meeting and been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting he or she will be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (c) Until a charge under this Rule is heard and determined the Board has the power to immediately suspend a member from any or all privileges of membership. The Club will notify the member in writing of an immediate suspension.

- (d) The Board may appoint a disciplinary committee consisting of at least 3 members of the Board to exercise the Board's powers in relation to disciplinary proceedings. A quorum for a meeting of the disciplinary committee is 3 members of the Board.
47. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("the senior employee"), has the power to suspend any person's membership and remove from the Club's premises any person:
- (i) who is at the time intoxicated, violent, quarrelsome or disorderly; or
 - (ii) whose presence on the premises renders the Club liable to a penalty under the Liquor Act; or
 - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the premises that is a smoke-free area within the meaning of that Act; or
 - (iv) who uses, or has in his or her possession, while on the premises any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club, under the conditions of its licence or a term of a local liquor accord (as defined in Section 131 of the Liquor Act), is authorised or required to refuse access to the premises; or
 - (vi) who has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.
- (b) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) will make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report will set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Rule 46.
- (d) This Rule does not affect any provision of the Liquor Act or the Registered Clubs Act regarding refusal of admittance or removal of any person from the Club's premises.

RESIGNATION AND CESSATION OF MEMBERSHIP

48. (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 this Constitution.

GUESTS

49. (a) All members other than Junior Bowling members and Temporary 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 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.
- (c) 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 has been suspended by the Board.
- (d) Members shall be responsible for the conduct of any guests 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 in 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 Secretary, or in the Secretary'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.

BOARD OF DIRECTORS

50. Until the conclusion of the 2014 Annual General Meeting the Board will consist of nine Directors, with the offices on the Board being President, three Vice Presidents, Honorary Treasurer and four Ordinary Directors. Thereafter the Board will consist of seven Directors, with the offices on the Board being President, Vice President, Treasurer and four Ordinary Directors. All Directors must be Life members, Bowling members or Club members.
51. Until the conclusion of the 2014 Annual General Meeting the President will appoint one of the Vice Presidents to be the Senior Vice President from time to time during the term of office of the Board. Thereafter the Club's members will elect five Ordinary Directors to the Board and the Board will then elect one Ordinary Director to be Vice President for the term of office of the Board.
52. (a) The members entitled to vote at an election of the Board will consist of such number of Full members of the Club as comprises not less than a majority of the Full members of the Club.

- (b) Until the conclusion of the 2014 Annual General Meeting the members of the Board will hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire but will be eligible for re-election. Thereafter the members of the Board will hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire but will be eligible for re-election. An election of the Board is due at an Annual General Meeting if the Directors are due to retire from office at the conclusion of that Annual General Meeting.
 - (c) A member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be eligible to be nominated to or elected to the Board or to any other office of the Club not being on the Board. Any office of the Club not being on the Board shall be vacated whilst that member remains unfinancial or during the period of such suspension. However, if the member is unfinancial or is currently under suspension and is also currently a member of the Board, that member shall remain as a member of the Board but perform only those duties as a member of the Board which are referred to in the Act.
53. The election of members of the Board shall take place in the following manner:
- (a) The Board will, not later than 6 weeks before the day appointed for the next Annual General Meeting at which an election of the Board is due, appoint a Returning Officer who will be a Life member, Bowling member or Club member and will be responsible for the conduct of elections of those persons required to be elected by the Club at that Annual General meeting. Any person so appointed will continue as Returning Officer from the date of appointment until the conclusion of the next Annual General Meeting at which an election of the Board is due, subject at all times to the directions of the Board and removal at any time by the Board, in which case another person will be appointed Returning Officer forthwith.
 - (b) Nominations will be called for by the Returning Officer by notice in writing posted on the Club Notice Board not later than 5 weeks prior to the date fixed for the next Annual General Meeting at which an election of the Board is due. This notice will specify the closing date and time for the receipt of nominations which will be at least 2 weeks after the date of posting of the notice. An eligible member may be nominated for more than one office on the Board but will only be elected to one office.
 - (c) Except as hereinafter provided, nominations for election to the offices of the Board shall be made in writing signed by 2 Life members, Bowling members or Club members and signed by the nominee. The proposer, seconder and nominee shall be eligible financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith cause the posting of notification of such nominations on the Club Notice Board.
 - (d) (i) If the number of candidates duly nominated 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 or insufficient nominations be received for the number required to be elected 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 candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held at the Annual General Meeting.
- (e) If the number of candidates nominated exceeds the number required to be elected, a ballot shall be conducted in the following manner:
 - (i) The Secretary shall cause to be prepared a ballot paper in respect of each position in respect of which a ballot is to be held.
 - (ii) The names of the nominees shall be listed on the respective ballot papers in order as is determined by lot, such lot having been conducted by the Secretary and the Returning Officer.
 - (iii) A voting slip shall be prepared and made available at the premises of the Club to eligible members entitled to vote.
 - (iv) The voting shall be conducted at the Club over a period of 7 days and shall close at 6 pm on the day immediately prior to the Annual General Meeting.
 - (v) A vote shall be exercised on the ballot paper with respect to the election for each office on the Board by placing a number in the box opposite each candidate, in the desired order of preference.
 - (vi) A ballot paper shall be declared by the Returning Officer to be invalid if it does not conform fully with the required method of voting specified in sub-paragraph (v) of this paragraph.
 - (vii) The votes for election to each office on the Board will be counted in the following order of priority: President, Treasurer, and Ordinary Director.
 - (viii) In counting the votes for election for each office the Returning Officer will count the votes in the preferential order appearing on each ballot paper, however the Returning Officer will disregard a vote for a candidate who has already been elected to a higher office as shown in the order of priority in sub-paragraph (vii) of this paragraph and will count the next vote in the order of preference as marked on the ballot paper.
 - (ix) If there is an equality of votes affecting the election of any candidate, then the Returning Officer shall elect by lots from such candidates, the candidate or candidates who is or are to be elected.
 - (x) The Returning Officer shall count the votes after the close of the ballot and transmit the result of the count to the Secretary not later than the hour fixed for the commencement of the Annual General Meeting.
 - (xi) Following the declaration of the poll, the Returning Officer shall cause a notice to be posted on the Club Notice Board setting out the number of votes recorded by each candidate and for each position contested. This notice must remain on the Club Notice Board for a minimum of 28 days thereafter.

- (xii) The Board may from time to time make such By-laws consistent with this Constitution as it thinks necessary for the conduct of any election or any matters connected therewith.

54. A member or guest of a member must not at any time issue or distribute within the premises or the surrounding precincts of the Club any 'how to vote' ticket or any written material advocating either for or against the election of any candidate or candidates to the Board. Any breach of this Rule by a member shall be deemed to be conduct prejudicial to the interests of the Club under Rule 46 and may be dealt with by the Board accordingly.

POWERS OF THE BOARD

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

56. The Board may exercise its powers and do all such acts and things as the Club is by its Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent 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 the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President 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 shall have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this 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-laws 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 management and control of play and dress on the greens;

- (v) the upkeep and control of the greens;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members and guests of members;
 - (viii) the privileges to be enjoyed by each class of member;
 - (ix) the relationship between members and the Club's employees;
 - (x) and 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 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 over all 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 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 land, buildings, furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to lease any property of the Club, subject to the Registered Clubs Act.

- (k) (i) To appoint, discharge and arrange the duties and powers of the Secretary Manager and to determine the remuneration and terms of employment of such Secretary Manager 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, sports or other 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 regulations 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 sections or 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

57. 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 Notice Board.

SECTIONS AND COMMITTEES

58. 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.
59. 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.

60. 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.
61. 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.
62. Subject to this Rule, 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.
63. 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

64.
 - (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will 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 will be entered in a Minute Book provided for that purpose.
 - (b) Until the conclusion of the 2014 Annual General Meeting, the President will 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 Senior Vice President will act as Chairman. If the Senior Vice President is not present or is unwilling or unable to act, then a Vice President will act as Chairman. If a Vice President is not present or is unwilling or unable to act, then the Directors present will elect their own Chairman.
 - (c) After the conclusion of the 2014 Annual General Meeting, the President will 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 Vice President will act as Chairperson. If the President and Vice President are not present or are unwilling to act, then the Directors present will elect their own Chairman.
65. The quorum for a meeting of the Board will be five members of the Board until the conclusion of the 2014 Annual General Meeting, and four members of the Board thereafter.
66. The President may at any time and the Secretary upon the request of not less than 4 members of the Board shall convene a meeting of the Board.

67. 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.
68. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by 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.
69. 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.
70. 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 or more members of the Board.
71. (a) A member of the Board ("Director") who has a material personal interest in a matter that relates to the affairs of the Club must declare the nature of the interest at a meeting of the Board as soon as practicable after the relevant facts have come to his or her knowledge. A Director's material personal interest includes but is not limited to an interest in a contract or proposed contract that involves the Club.
- (b) A Director's declaration under paragraph (a) must include details regarding the nature and extent of the Director's material personal interest and its relation to the affairs of the Club.
- (c) A Director's declaration under paragraph (a) must be:
- (i) recorded in the minutes of that meeting of the Board; and
 - (ii) recorded in the register of disclosures, declarations and returns kept under the Registered Clubs Act; and
 - (iii) exhibited in accordance with the Registered Clubs Act.
- (d) Without limiting the application of the Act or the Registered Clubs Act, a Director need not make a declaration under paragraph (a) if the material personal interest:
- (i) is an interest that the Director has as a member of the Club and is held in common with the other members of the Club; or
 - (ii) 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).
- (e) A Director who has declared a material personal interest in a matter that is being considered at a meeting of the Board must not:

- (i) be present while the matter (or a resolution under paragraph (f)(i) regarding the matter) is being considered at the meeting; or
 - (ii) vote on the matter (or on a resolution under paragraph (f)(i) regarding the matter).
- (f) Paragraph (e) does not apply if:
- (i) the other Directors (who do not have a material personal interest in the matter) have passed a resolution that identifies the Director, the nature and extent of the Director's material personal 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 Investments 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

72. Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 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.
73. The office of a member of the Board shall forthwith be vacated if that person:
- (a) becomes insolvent under administration or assigns his or her estate for the benefit of or compounds with his or her creditors;
 - (b) is convicted of an offence on indictment;
 - (c) 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;
 - (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (e) by notice in writing given to the Secretary resigns from office;
 - (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or the Registered Clubs Act;
 - (g) ceases to be a member of the Club; or
 - (h) fails to declare the nature of any material personal interest in a matter referred to in Section 232A of the Act.

74. The Board will have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is due.

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 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 5 per cent of or 100 (whichever is the lesser) members of the Club 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 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 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 or more of those members. If the Board does not within 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 per cent 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 3 months from the date of such deposit.
 - (b) 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 notice of such resolution as is required by the Act.
 - (c) 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.
 - (d) Any reasonable expenses incurred by the members in convening any such meeting under this Rule shall be repaid to the members by the Club.
77. Subject to the provisions of the Act relating to Special Resolutions, at least 21 days notice specifying the place, day and hour of the 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 Investments Commission, declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

78. The ordinary business of any Annual General Meeting will be to receive and consider the reports prescribed by Section 317 of the Act, and if an election of the Board is due to elect in the manner hereinbefore provided the members of the Board, and subject to the Act to appoint an Auditor or Auditors.
79. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at a General Meeting convened on the request of members shall not be less than 60 members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than 20 members present and entitled to vote.
80. If within 15 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 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 President shall be entitled to take the Chair at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then the Senior Vice President shall act as Chairman. If the Senior Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then a Vice President shall act as Chairman. If a Vice President is not 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 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 demanded by 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.
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 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.

84. (a) The President will be entitled to take the Chair at every General Meeting.
- (b) Until the conclusion of the 2014 Annual General Meeting, if the President is not present within 15 minutes after the time appointed for holding a General Meeting or is unwilling or unable to act, then the Senior Vice President will act as Chairman. If the Senior Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then a Vice President will act as Chairman. If a Vice President is not 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 will elect a member of the Board or one of their number to be Chairman of the meeting.
- (c) After the conclusion of the 2014 Annual General Meeting, if the President is not present within 15 minutes after the time appointed for holding a General Meeting or is unwilling or unable to act, then the Vice President will act as Chairman. If the Vice President is not 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 will elect a member of the Board or one of their number to be Chairman of the meeting.
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 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 month or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
86. Minutes of all resolutions and proceedings at General Meetings shall be entered within one 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.

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 authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
89. The Club will comply with any requirements of the Act and the Registered Clubs Act in relation to end of financial year reporting to members.
90. 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.

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 purposes of the Registered Clubs Act.
- (b) It shall be the Secretary's duty to conduct and manage the business and affairs of the Club, including the day to day management of the Club, under the direction of the Board.
- (c) It shall be the Secretary's duty to keep in books provided for the purpose, full and accurate minutes of all resolutions and proceedings at all meetings of the members as well as all meetings of the Board and of sub-committees and to keep a record of the names of the members of the Board or the election committee present and voting at meetings for admission of members and to keep the Register of members and such books and records as may be thought by the Board to be necessary for the purpose of fully and correctly showing the Club's operations, business and affairs.
- (d) The Secretary shall receive all money of the Club and shall pay the same into the bank or financial institution at which the Club transacts its business.
- (e) The Secretary shall keep an account of all money received and disbursed in appropriate books and such books shall be open for inspection by the President and/or Treasurer at all times.
- (f) All accounts shall be certified as correct for payment by the Secretary or by any person who is authorised to do so by the Board.
- (g) The Secretary shall have power, with the approval of the Board, to hire and employ all classes of persons whose service may be considered necessary for the objects of the Club, and to pay those persons in return for services rendered to the Club, salaries and wages approved by the Board.
- (h) The Secretary shall have power, with the approval of the Board, to discontinue at any time the services of any employee for inefficiency, irregularity of conduct, disobedience of orders or for any other cause.
- (i) The Secretary shall, when directed by the Board, deliver up all books, vouchers and property to any person duly authorised by the Board.
- (j) The Secretary shall supervise the purchase of all kinds of goods, materials or provisions required by the Club and shall issue official orders as appropriate.
- (k) 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.
- (l) At any time there shall only be one Secretary of the Club.

SEAL

93. The Board shall provide for the safe custody of the Seal of the Club. The Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least 2 members of the Board, who shall sign every instrument to which the Seal is affixed, and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board for that purpose.

NOTICES

94. A notice may be given by the Club 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 this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
95. (a) Where a notice is sent by post, service of the notice shall be given by properly addressing, prepaying and posting the notice, and shall be 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.
96. If a member has an address outside the State of New South Wales and has not supplied the Club an address within New South Wales 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 24 hours after it is so posted up. For the purpose of this Rule, the Australian Capital Territory shall be deemed to be within New South Wales.

INDEMNITY TO OFFICERS

97. (a) Every person who is or has been an officer (as defined in Section 241 of the Act) 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 liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;
 - (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Act by the Court.

- (b) Every person who is an officer (as defined in Section 241 of the Act) 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 to another person (other than the Club or a related body corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241 of the Act) of the Club against a liability:
 - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of Sections 232(5) or (6) of the Act; and
 - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

GENERAL

98. 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

99. This Constitution may be altered or amended only by a resolution passed by a three-quarters majority of Life members, Bowling members and Club 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 this Constitution.

NORTHMEAD BOWLING, RECREATION AND SPORTING CLUB LIMITED

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