

CORPORATIONS ACT 2001

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

CONSTITUTION

of

THE KINGSCLIFF BOWLS CLUB LIMITED ABN 44 001 035 472

NAME

1. The name of the company is "The Kingscliff Bowls Club Limited".

DEFINITIONS

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

"the Act" means the Corporations Act 2001. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"the Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution. "By-law" means and includes regulations.

"the Club" means Kingscliff Bowls Club Limited.

"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.

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"financial member" means any member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"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 however that provision may be amended in that legislation.

"General Meeting" includes Annual General Meeting.

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

"Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"month" means calendar month.

"the Office" means the registered office for the time being of the Club. "officer" means an officer as defined in the Act.

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

"the Registered Clubs Act" means the Registered Clubs Act 1976. When any provision of the Act is referred to, that reference is to such provision as modified by any law for the time being in force.

"Secretary" includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary.

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

INTERPRETATION

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

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do 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 is 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, is not 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, is not entitled, under the rules

of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not 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 must not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.
- 9.
- (a) Liquor must 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 must 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 must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
 - (d) 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.
 - (e) 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.

OBJECTS

10. The objects for which the Club is established are:
- (a) To manage, conduct, control and promote the game of Bowls in the Kingscliff District or elsewhere.
 - (b) To assist generally in the promotion, conduct and propagation of Bowls in the Kingscliff District or elsewhere and to promote or assist in the provision of training and teaching facilities for Lawn Bowls as played in accordance with the rules of the sport in New South Wales and or Queensland.

- (c) To render aid either financial or by other means to clubs and associations in the Kingscliff District or elsewhere which clubs and associations are playing or conducting Bowls played in accordance with the rules in New South Wales and or Queensland.
- (d) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including any necessary financial aid, residential and other accommodation, liquid and other refreshment, poker machines and other forms of gaming devices, and provision for sporting and other social and recreational facilities.
- (e) To provide in existing buildings or any other buildings to be constructed or acquired for the purposes, suitable Club rooms, recreation rooms, reading rooms, social rooms, sporting rooms, meeting places and to provide therein social sporting, games and other facilities for the members of the Club.
- (f) From time to time as the occasion shall require, to construct, erect or alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other conveniences and works necessary or convenient for the purposes of the Club and to furnish same and maintain same and to provide payout, prepare and maintain buildings, lawns, grounds and areas and means of recreation, for the members of the Club.
- (g) 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 purposes 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 promote and conduct such sports games, social activities, amusements and entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.
- (i) To raise money by entrance fees, subscriptions, private subscription, public appeal, Art Unions, donations or otherwise and to accept any legacy, bequest, devise or gift of property whether subject to any special trust or not for all or any of the objects of the Club.
- (j) To promote and hold, either alone or in association with others, any sort of competitive event and award such prizes as are warranted, (including cash) to the winners of such events. Also, to promote, hold and/or support dinners, balls, concerts and other entertainments.
- (k) 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 this Club. Provided that the Club shall only 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 Rule 7 of this Constitution.

- (l) To acquire membership and arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interest of the Club and its social sporting and other activities.
- (m) To apply for and obtain and hold a club licence under the Liquor Act, gaming machine entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licences necessary and desirable for the Club.
- (n) To sell, convey, transfer, improve, manage, develop, exchange, lease, assign, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Club, subject to the requirements of the Liquor Act and Registered Clubs Act.
- (o) To make draw accept endorse discount and execute and issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (p) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (q) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (r) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.
- (s) To hire employ and dismiss such managers, secretary/managers, secretaries, clerks, servants, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Club and to pay them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (t) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (u) To promote any company or companies for the purpose of acquiring all or any part of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or

aid in the establishments and support of associations, institutions, funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurance funds pensions or allowances.

- (w) From time to time make donations to such persons, organisations charitable institutions and sporting bodies as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient, but not inconsistent with or contrary to the other provisions of this Constitution.
- (x) 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 such government or authority any 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.
- (y) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of the guarantors and to guarantee to become liable for the payment of money or for the performance of any obligations and generally to transact all kind of guarantee business and for the purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (z) To take or hold mortgages, liens and charges for the purpose of securing the payment 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 the purchasers and others.
- (aa) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the Club subject always to the proviso in the paragraph (cc) of this Rule.
- (bb) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (cc) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether 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 at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (dd) 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, subject to the Liquor Act and Registered Clubs Act.
- (ee) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.
- (ff) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

(gg) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to 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, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. Provided that nothing herein prevents the payment in good faith of interest to any such 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. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing the payment of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses or payment of interest on money lent, sale or hire of goods or rent for premises demised 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 same 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 the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$2.
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 must not be paid to or distributed among the members of the Club but must 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 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. Deleted.
16. The number of Full members having the right to vote in the election of the Board shall be not less than such minimum prescribed by the Registered Clubs Act.
17. A person must not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member or Provisional member.
18. A person who is under the age of 18 years must not be admitted as a member of the Club, except as a Junior Bowling member.
19. 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 admits to membership in accordance with this Constitution are the members of the Club.
20. All classes of membership are open to both sexes.
21. Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
 - Bowling members
 - Social members
 - Junior Bowling members

BOWLING MEMBERS

22. Bowling members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Bowling membership of the Club.
23. Bowling members are entitled to:
 - (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club;
 - (c) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
 - (d) vote in the election of the Board;
 - (e) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (f) propose, second, or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership;
 - (h) introduce guests to the Club.

SOCIAL MEMBERS

24. Social members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Social membership of the Club.
25. Social members are entitled to:
- (a) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club only for the purposes of voting in the election of the Board and/or voting on any matter permitted by the Gaming Machines Act and Registered Clubs Act;
 - (c) introduce guests to the Club.
 - (d) nominate for and be elected to hold office on the Board if the Social member satisfies the requirement contained in Rule 55(a) of this Constitution.
26. Social members are not entitled to:
- (a) nominate for and be elected to hold office on the Board if the Social member does not satisfy the requirement contained in Rule 55(a) of this Constitution; and
 - (b) attend and vote at general meetings (including Annual General Meetings) of the Club except for the purposes specified in Rule 25(b);
 - (c) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (d) propose, second, or nominate any eligible member for any office of the Club;
 - (e) propose, second or nominate any eligible member for Life membership.

JUNIOR BOWLING MEMBERS

27. Junior Bowling members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior Bowling membership of the Club.
28. A person shall not be admitted as a Junior Bowling member of the Club unless the Board:
- (a) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a section; and
 - (b) has received from that person's parent or guardian written consent to that person becoming a Junior Bowling member of the Club and taking part in the sporting activities organised by the Club or a section;
 - (c) is satisfied that the person will take part in regular sporting activities organised by the Club or a section.

29. Subject to the provisions of the Registered Clubs Act, Junior Bowling members are entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time but shall not be entitled to:
- (a) attend or vote at general meetings (including Annual General Meetings) of the Club; and
 - (b) nominate for or be elected to hold office on the Board;
 - (c) vote in the election of the Board;
 - (d) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
 - (e) propose, second or nominate any eligible member for any office of the Club;
 - (f) propose, second or nominate any eligible member for Life membership;
 - (g) introduce guests to the Club.

LIFE MEMBERS

30. (a) A Life member shall be any member who in consideration of outstanding service to the Club has been granted Life membership of the Club in accordance with this Constitution.
- (b) Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life membership shall be proposed by one and seconded by another Bowling member or Life member and submitted to the Board for approval.
- (d) If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.
- (e) If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.
- (f) If a nomination for Life membership is approved by a resolution passed by a three quarters (75%) majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.
- (g) Every Life member shall be entitled to all the rights and privileges of a Bowling member.
- (h) A Life member is relieved from the payment of any annual subscription.
- 30A. If an employee is a member of the Club and his/her employment is terminated as a result of gross or serious misconduct, then the membership of such employee shall cease absolutely and immediately upon such termination.

HONORARY MEMBERS

31. 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.
32. (a) Honorary members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (b) (i) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are Full member.
- (ii) Honorary members who are not Full members of the Club shall only be entitled to the facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) The Board has power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (d) When Honorary membership is conferred on any person, the following particulars must 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.

TEMPORARY MEMBERS

33. The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
- (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an

organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day

- (d) An interstate or overseas visitor.
34. (a) Temporary members are not required to pay an entrance fee or subscription.
- (b) Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time and to introduce guests into the Club in accordance with Rule 53(j), but 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.
- (d) A person under the age of 18 years must not be admitted as a Temporary member of the Club, other than pursuant to Rule 30(2)(c) of the Registered Clubs Act.
- (e) When a Temporary member first enters the Club's premises on any day, the following particulars must where required by the Registered Clubs Act 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.

ELECTION OF MEMBERS

35. A person must not be admitted as a member of the Club, other than as an Honorary member, Temporary member, Life 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 a three-quarters majority of the Board members or election committee members present and voting, the names of those members present and voting at that meeting being recorded by the Secretary. The Board may reject any application for membership without assigning any reason for such rejection.
36. Deleted.
37. (a) In respect of every, application for membership made pursuant to this Constitution there must be completed a nomination form which must be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.

- (b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
 - (i) the joining fee (if any) and the appropriate subscription; and
 - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
 - (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
 - (d) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 37(c) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
 - (e) The nomination form must be deposited at the Office and the Secretary must cause the name and address of the candidate 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 week before the election of the candidate as a member of the Club, and an interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.
38. The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.
39. A person whose application for membership has failed to receive the required number of votes is ineligible to again apply for membership until 12 months have elapsed since the previous ballot held by the Board or the election committee.

PROVISIONAL MEMBERSHIP

40. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of Ordinary membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board or the election committee 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 6 weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional member of the Club and the entrance fee and subscription submitted with the nomination form must be immediately returned to that person.

- (c) Provisional members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time and to introduce guests into the Club in accordance with Rule 53(j), but 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.
- (d) Nothing in this Constitution will prevent an applicant for membership of the Club submitting with his or her application the appropriate membership subscription for the purpose of seeking Provisional membership pursuant to this Rule.

TRANSFER OF MEMBERSHIP

- 41. The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class, transfer that member from any class of Ordinary membership to another class of Ordinary membership and may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 42. Members subscriptions must be paid annually in advance or, if the Board so directs and approves, by quarterly or half-yearly instalments 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 are as prescribed by the Board from time to time.
- 43. (a) The entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
- (b) The Board may from time to time admit to permanent membership of any class of Ordinary membership, any person who satisfies the eligibility requirements for election to that class and who pays in advance a subscription which is prescribed by the Board. A person who has been admitted by the Board to permanent membership of a class of Ordinary membership:
 - (i) is to be regarded for the purposes of this Constitution as a member of that class of Ordinary membership; and
 - (ii) is entitled to apply for a transfer from that class of Ordinary membership to another class of Ordinary membership upon payment of any additional amount which may be prescribed by the Board.
- 44. The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases, and has the discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

45. (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 ceases to be a financial member and the Secretary may cause a written notice of default to be sent to that member.
- (b) If the member pays any such subscription or other money within one month after the due date for payment, that member will again be a financial member.
- (c) If any such subscription or other money remains unpaid after one month from the due date for payment, the defaulting member will be debarred from all privileges of membership and will cease to be a member of the Club. The Secretary must cause a notation to this effect to be made against that person's name in the Register of members.
46. The Board has power to make charges and levies on Ordinary members for general or special purposes.

PATRON

47. The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting and any Patron will (if not a member of the Club) thereby be deemed to be an Honorary member of the Club and subject to this Constitution will remain an Honorary member while he or she remains a Patron.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

49. The Club must keep the following registers:
- (a) A register of persons who are Full members of the Club. This register must 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

50. If a member refuses or neglects to comply with any of the provisions of this Constitution 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 (i) below), guilty of any conduct prejudicial to the interests of the Club or be in the opinion of the Board or the disciplinary committee, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board or the disciplinary committee has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or

accept the resignation of such member and to remove the person's name from the Register of members, provided that:

- (a) Such member must be notified of any charge against the member pursuant to this Rule by notice in writing to the member at least 14 clear days before the meeting of the Board or disciplinary committee at which such charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.
- (b) The member charged is entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The voting by the members of the Board or disciplinary committee present at such meeting will be in such manner as is decided by the Board or disciplinary committee, and no resolution by the Board or disciplinary committee to reprimand, suspend or expel a member is deemed to be passed unless at least a two-thirds majority of the members of the Board or disciplinary committee present vote in favour of such resolution.
- (d) If the member fails to attend such meeting the charge may be heard and dealt with and the Board or disciplinary committee may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (e) After the Board or disciplinary committee has considered all the evidence put against the member it must come to a decision as to the member's guilt or innocence in relation to the charge. Once it has decided the issue of guilt or innocence, the Board or disciplinary committee must inform the member prior to considering any penalty.
- (f) The member charged must be given a further opportunity at the hearing to address the Board or disciplinary committee in relation to the penalty appropriate to the charge of which the member has been found guilty.
- (g) Any decision of the Board at such hearing or any adjournment thereof is final and the Board or disciplinary committee is not required to assign any reason for its decision.
- (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a) of this Rule, the Board by resolution or the Secretary (independently of the Board) has the power to immediately suspend that member from all privileges of membership until the charge is heard and determined or for 5 weeks, whichever is the sooner. Notice of an immediate suspension imposed by the Board or disciplinary committee on a member must be notified in writing to that member.
- (i) The powers of the Board under this Rule may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 members of the Board. A quorum of the disciplinary committee is 3 members of the Board.
- (j) The Secretary must not vote but may assist the Board or disciplinary committee in its deliberations.

51. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 52(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 purposes 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 51(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 51(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 51(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 51(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 51(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 52(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

52. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will 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) upon and by reason of such cessation of membership forfeits all rights as a member of the Club, provided that such person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

53. (a) All members other than Junior Bowling members will have the privilege of introducing guests to the Club. However, a Temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom, the Temporary member is a responsible adult in accordance with Rule 53(j).
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by Bylaw, and must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) Members are responsible for the conduct of any guest they may introduce to the Club.
- (d) The Board has 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.
- (e) A guest must at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who countersigned the entry in the Register of guests in respect of that guest.
- (g) 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.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of guests:

- (i) the name in full, or the surname and initials of the given names, of the guest;
 - (i) the residential address of the guest;
 - (ii) the date of that day;
 - (iii) the signature of that member,

provided that if any entry in the Register of guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.
- (j) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
 - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (ii) who does not remain on the Club premises any longer than that Temporary member;
 - (iii) in relation to whom the member is a responsible adult.
- (k) For the purposes of Rule 53(j)(iii), "responsible adult" means an adult who is:
 - (i) a parent, step-parent or guardian of the minor; or
 - (ii) the minor's spouse or de facto partner;
 - (iii) for the time being, standing in as the parent of the minor.

THE BOARD

- 54. (a) Subject to Rule 54(b), the business and affairs of the Club and the custody and control of its funds and property is to be managed by the Board of Directors consisting of seven (7) directors who shall comprise a Chairman, Deputy Chairman and five (5) Ordinary directors.
- (b) The Board may appoint up to two (2) persons to be members of the Board in addition to the seven (7) directors referred to in Rule 54(a) pursuant to the Registered Clubs Act and Registered Clubs Regulations.
- (c) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of any person appointed to the Board pursuant to Rule 54(b).
- (d) Any person appointed by the Board to be a director pursuant to Rule 54(b), the Registered Clubs Act and Registered Clubs Regulations only has to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and does not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership or being a member for a specific period of time before being appointed to the Board.

- (e) The administration, conduct and control of bowls will be under the direct control of the Board which has the power to appoint the required sub-committees to ensure efficient operation.
55. The following members shall be eligible to stand for or be elected to the Board:
- (a) Bowling members who have been members of the Club for not less than twelve (12) months, Social members who have been members of the Club for not less than three (3) years and Life Members.
 - (b) In addition to paragraph (a) of this Rule, a member is not eligible to be nominated for election to the Board who:
 - (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting in the year in which an election of the Board is required;
 - (ii) at any time has been convicted of an indictable offence; or
 - (iii) is not a financial member at the time that nominations for the Board close.
- 55A. Members wishing to nominate for election to the Board must attend a "Pre-Nomination Information Session" conducted by the Club and any member who fails to attend the Pre-Nomination Information Session shall not be eligible to nominate for or be elected to the Board.
- 55B. For the purposes of Rule 55A:
- (a) The Pre-Nomination Information Session shall be conducted at least two (2) weeks before nominations for election to the Board open; and
 - (b) Rule 55A shall only apply if a Pre-Nomination Information Session is conducted by the Club;
 - (c) Any member who satisfies the Returning Officer that they are not (or were not) able to attend a Pre-Nomination Information Session for a reason that is acceptable to the Returning Officer (in the Returning Officer's absolute discretion) shall be exempt from the requirements of Rule 55A and shall be entitled to nominate for and be elected to the Board.
- 55C. There shall be no more than two (2) Social members on the Board at any time.
- 55D. Only Life members and financial Bowling members shall be entitled to hold office as Chairman or Deputy Chairman.
56. (a) The members of the Board holding office as at the date of adopting this Constitution will hold office until the conclusion of the next Annual General Meeting when they will retire but will be eligible for re-election.
- (b) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member

who is already an elected Director of the Club and who is not a financial member or is under suspension will be able to perform only their duties as a Director until their term of office expires. A member who is an employee of the Club shall not be eligible to stand for or be elected or appointed to the Board

57. Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

ELECTION OF THE BOARD

58. The election of the Board will be conducted in the following manner, and on and from the 2014 election of the Board, in every two years:

- (a) Except as provided elsewhere in the constitution, nominations for election to offices of the Board must be made in writing signed by 2 financial members of the Club who are entitled to do so and signed by the nominee and be delivered to the Secretary by 6pm on the closing date for nominations, which must be at least 28 days before the date of the Annual General Meeting. The proposer, seconder and nominee must be financial members of the Club at the time the nomination form is signed. The Secretary will then immediately cause notification of all such nominations to be posted on the Club Notice Board.
- (b) On an annual basis there are a total of seven (7) positions available for nomination as Board Member to comprise a Chairman, Deputy Chairman and five (5) Directors.
- (c) If the number of candidates duly nominated for the various positions does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
- (d) If no nominations or insufficient nominations be received for the number required to be elected, the candidate or candidates, if any, 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 such vacancies, an election by ballot for such vacancies remaining will be held in accordance with procedures prescribed by the Board.
- (e) If the number of candidates nominated exceeds the number required to be elected, a ballot will be conducted for the various positions in accordance with the following procedure:
 - (i) The Board will appoint a Returning Officer to take charge of the ballot and not less than 2 Assistant Returning Officers who will also act as scrutineers of the ballot.
 - (ii) The Returning Officer will supervise the issue of ballot papers for the Board positions, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and will report the result of the ballot to the Annual General Meeting.

- (iii) The Returning Officer is to make available to every member of the Club entitled to vote at the election of the Board a ballot paper containing in the order determined as per this constitution the names of duly nominated candidates for the office of Director and each initialled by the Returning Officer,
- (iv) Any member of the Club to whom the ballot paper was given who satisfies the Returning Officer that the ballot paper was not received by him or her or was spoilt by him or her will be given a further ballot paper.
- (v) The non-receipt of the ballot paper by a member of the Club eligible to vote will not invalidate the ballot.
- (vi) The position for the names of the candidates on the ballot paper will be determined by lot by the Returning Officer, with 2 members of the Club who are not candidates as observers, within 7 days after the closing day for nominations.
- (vii) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time. Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (viii) The Returning Officer is to open the Ballot box and collate the Ballot Papers in the presence of at least one of the Assistant Returning Officers.
- (ix) The Returning Officer will first examine each ballot paper and any invalid ballot paper will be discarded from the ballot but not destroyed.
- (x) The decision of the Returning Officer as to the validity of any ballot paper will be final.
- (xi) After the ballot papers have been examined they will be counted and the person or persons receiving the greatest number of votes on each of the Three (3) ballot papers will be elected as Chairman, Deputy Chairman and Directors of the Club.
- (xii) If there is an equality of votes affecting the election of any candidate then the Returning Officer with the assistance of such of the Assistant Returning Officers as may be present, will elect by lot from such candidates the candidate or candidates who is, or are, to be elected.

59. The Board may from time to time make such By-laws not inconsistent with this Constitution, as it thinks necessary for the conduct of any election and all matters in connection therewith.

POWERS OF THE BOARD

60. The Board is responsible for the management of the business and affairs of the Club.

61. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting 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 will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without deviating from the general powers hereinbefore conferred, the Board has 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 must in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairman or his or her nominee, who must be a member of the Board, has 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 must be determined by a majority of votes of the members present and in the case of an equality of votes the chairman will have a second or casting vote. The meetings and proceedings of any committee consisting of 2 or more members are to 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 appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (c) To make such By-laws not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the members 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 Club's premises;
 - (v) the upkeep and control of the Club's property;
 - (vi) the management and control of all competitions;
 - (vii) the conduct of members and guests of members;
 - (viii) the privileges to be enjoyed by members;

- (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.
- (d) 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.
 - (e) 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.
 - (f) 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.
 - (g) 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.
 - (h) To determine who will 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.
 - (i) 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.
 - (j) 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.
 - (k) To sell, exchange or otherwise dispose of any property, rights or privileges at such price and generally on such terms and conditions as it thinks fit; and with the sanction of a General Meeting to sell, exchange or dispose of the land referred to in the certificate of title on which the Clubhouse at Kingscliff is built; and to lease any of the Club's property subject to any requirement of the Registered Clubs Act and the Liquor Act.
 - (l) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.

- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (n) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons 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-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.
- (o) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (p) 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.
- (q) To recommend the amount of honorarium payable to any member of the Board or to any other person in respect of his or her services rendered to the Club and subject to approval by a General Meeting to pay such honorarium.
- (r) 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

62. Any By-law made under this Constitution will come into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

63. 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 a game, sport or activity 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.
64. 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.

Notwithstanding Rule 61(a), an employee of the Club may not stand for or be elected or appointed to the committee of any section

65. The Board may empower any section or committee created under this Constitution to open and operate an account in the name of the section in such bank or financial institution as the Board may from time to time approve, provided that the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace such persons or any of them.
66. Subject to the absolute control and supervision of the Board, each such section or committee created under this Constitution may manage its own affairs but must 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 must also be produced regularly and promptly for inspection by or on behalf of the Board.
67. 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 will have effect unless and until it has been approved by resolution of the Board.
68. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

PROCEEDINGS OF THE BOARD

69. The Board may meet together for the 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 must be entered in a Minute Book provided for that purpose.
70. The Chairman will preside as Chairman at every meeting of the Board. If the Chairman is not present or is unwilling or unable to act, then the Deputy Chairman will preside. If the Deputy Chairman is also not present or unwilling to act the members of the Board present may elect their own Chairman.
71. The quorum for meetings of the Board is 4 members of the Board.
72. The Chairman at any time may convene a meeting of the Board. The Secretary upon the request of not less than 3 members of the Board must convene a meeting of the Board.
73. Subject to this Constitution, questions arising at any meeting of the Board must be decided by a majority of votes and a determination by a majority of the members of the Board will 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 will have a second or casting vote.

74. All acts done by any meeting of the Board or by any person acting as a member of the Board will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
75. (a) The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
- 75A. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

76. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable, after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
- (ii) comply with Rule 76A.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Rules 76(a) to (d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 76A. Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS

- 76B. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A "pecuniary interest" in a company for the purposes of Rule 76B(a) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY

- 76C. (a) Subject to Rule 76C(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 76C(a) does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
 - (ii) otherwise permitted by the Registered Clubs Act.

VACANCIES ON THE BOARD

77. 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 or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held the same if he or she had not been so removed.

78. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) is disqualified for any reason referred to Section 206B of the Act;
 - (c) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order or declaration made under the Act, Liquor Act or the Registered Clubs Act;
 - (h) becomes an employee of the Club;
 - (i) ceases to be a member entitled to hold office on the Board; or
 - (j) ceases to be a member of the Club;
 - (k) fails to complete the mandatory training requirements for directors referred to in Rule 57 (unless exempted).
79. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the Annual General Meeting in the year in which an election of the Board is required.
80. 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.

GENERAL MEETINGS

81. A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. All general meetings other than Annual General Meetings are called General Meetings.
82. The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings of the Club, within 21 days proceed to convene a General Meeting 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 will have effect:

- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
 - (b) 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% of the members who made the request may themselves convene the meeting but any meeting so convened must not be held after the expiration of 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 will 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 must 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 meeting under this Rule must be repaid to the members by the Club.
83. Subject to the provisions of the Act relating to Special Resolutions, at least 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 must 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 will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

84. No business shall be transacted at any general meeting of members (including an Annual General Meeting) unless a quorum of members is present. At any general meeting of the Club (including an Annual General Meeting), thirty (30) members present in person and eligible to vote shall be a quorum.
85. 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 will be dissolved. In any other case it will 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 must 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 will be a quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

86. The ordinary business of any Annual General Meeting is to receive and consider the reports prescribed by Section 317 of the Act and to elect, as required and in the manner provided in this Constitution, the members of the Board, and subject to the Act, to appoint an Auditor or Auditors.
87. The Chairman is entitled to act as Chairman at every General Meeting. If the Chairman is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a member of the Board will act as Chairman. If a member of the Board 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 one of their number to be Chairman of the meeting.
88. Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the Chairman or by not less than 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 will have a second or casting vote.
89. Voting by proxy is not allowed:
 - (a) at any election of the Board;
 - (b) at any meeting of the Board or of a committee of the Club; or
 - (c) at any General Meeting.
90. 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
91.
 - (a) If a poll is demanded it must 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 will 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 must be taken immediately.
 - (b) A demand for a poll may be withdrawn.
92. The Chairman of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will 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 must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not 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 must be given as in the case of an original meeting.

93. Minutes of all resolutions and proceedings at General Meetings must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must 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 is prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

94. The Board must 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.
95. The books of account must be kept at the Office or at such other place as the Board thinks fit. The Club must 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.
96. (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 to members in accordance with Division 4 of Part 2M.3 of the Act.
- (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; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.
97. The financial year of the Club commences on the first day of July and ends on the last day of June in each year or, subject to the Act, is for such other period as the Board may determine.
98. Auditors must be appointed and their duties regulated in accordance with the Act and their remuneration is to be fixed by the Board.

SECRETARY

99. The Board must appoint one but not more than one Secretary who is the General Manager of the Club.

EXECUTION OF DOCUMENTS

100. The Board must provide for the safe custody of the Seal.
101. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 members of the Board; or
 - (ii) one member of the Board and the Secretary.

- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
 - (i) 2 members of the Board; or
 - (ii) one member of the Board and the Secretary.
102. The Club may only fix the Seal to a document after a resolution of the Board to that effect.

NOTICES

103. 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.
104. (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.
105. 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 is deemed to be notice to such member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

106. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

COPY OF CONSTITUTION

107. A copy of this Constitution must 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 or such lesser fee as determined by the Board.

READING OF CONSTITUTION

108. This Constitution must 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 will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

109. This Constitution may be amended only by a resolution passed by a three-quarters majority of Life members and financial Bowling 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 the Act.

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