

**COMPANY CONSTITUTION**  
**OF**  
**MUNMORAH UNITED**  
**BOWLING CLUB LIMITED**

(as amended – 18 October 2020)

ACN 000 639 314

A Company Limited by Guarantee  
and not having a Share Capital

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**Section 1:**

**ARTICLES OF ASSOCIATION**  
**OF**  
**MUNMORAH UNITED BOWLING CLUB LIMITED**

**DEFINITIONS AND INTERPRETATIONS**

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

**“Act”** means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

**“Authority”** means the Independent Liquor & Gaming Authority.

**“Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

**“By-Laws”** shall mean the By-laws made in accordance with this Constitution.

**“Club”** means Munmorah United Bowling Club Limited ACN 000 639 314.

**“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

**“Constitution”** means this Constitution, which comprises the Articles of Association and Memorandum of Association of the Club.

**“Full member”** means a person who is an Ordinary member or Honorary Life member.

**“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

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

**“Ordinary members”** means Bowling members, Non-Bowling members, Junior members and Paid For Life members

**“Registered Clubs Act”** means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any

legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

**“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

**“Special Resolution”** has the meaning given by the Act. To be passed, a Special Resolution must receive at least seventy five per cent (75%) of the votes cast by members eligible to vote on the Special Resolution.

2. (a) References to any statutory enactment or regulation shall mean and be - construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, 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 a Court of proper jurisdiction.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

### **EFFECT OF CONSTITUTION**

- 2A. The Club’s Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

## MEMBERSHIP

3. (a) The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
- (b) The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the Full members of the Club.

### MEMBERSHIP (CLASSIFICATION AND ELIGIBILITY)

4. (a) Membership of the Club shall be divided into the following classes:
    - (i) Bowling Members
    - (ii) Intentionally Deleted.
    - (iii) Non-Bowling Members
    - (iv) Junior Members
    - (v) Paid for Life Members
    - (vi) Honorary Life Members
    - (vii) Honorary Members
    - (viii) Temporary Members
    - (ix) Provisional Members
  - (b) Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
5. (a) **Bowling members**
    - (i) Bowling members shall be persons who have attained the age of eighteen (18) years and elected or transferred to Bowling membership of the Club.
    - (ii) Bowling members are entitled to:
      - (1) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
      - (2) attend and vote at general meetings (including Annual General Meetings) of the Club;
      - (3) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;

- (4) vote in the election of the Board;
- (5) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
- (6) propose, second, or nominate any eligible member for any office of the Club;
- (7) propose, second or nominate any eligible member for Honorary Life membership;
- (8) introduce guests to the Club;
- (9) participate in social and competition bowls at the Club and represent the Club in bowls competitions.

(b) **Intentionally Deleted.**

(c) **Non Bowling members**

- (i) Non-Bowling members shall be persons who have attained the age of eighteen (18) years and are elected or transferred to Non-Bowling membership of the Club.
- (ii) Non-Bowling members are entitled to:
  - (1) such playing and social privileges and advantages of the Club as may be determined by the Board from time to time; and
  - (2) attend and vote at general meetings (including Annual General Meetings) of the Club;
  - (3) subject to any restrictions contained in this Constitution, nominate for and be elected to hold office on the Board;
  - (4) vote in the election of the Board;
  - (5) subject to Article 29(b), propose, second, or nominate any eligible member for any office of the Club;
  - (6) propose, second or nominate any eligible member for Honorary Life membership;
  - (7) introduce guests to the Club.
- (iii) Non-Bowling members shall not be entitled to:
  - (1) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (2) participate in social and/or competition bowls and represent the Club in competitions.

(d) **Junior members**

- (i) Junior members shall be persons who have not attained the age of eighteen (18) years and are elected to Junior membership of the Club.
- (ii) A person shall not be admitted as a Junior member of the Club unless the Board:
  - (1) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club; and
  - (2) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sub club;
  - (3) is satisfied that the person will take part in regular sporting activities organised by the Club or a sub club.
- (iii) Subject to the provisions of the Registered Clubs Act, Junior 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:
  - (1) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (2) nominate for or be elected to hold office on the Board;
  - (3) vote in the election of the Board;
  - (4) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (5) propose, second or nominate any eligible member for any office of the Club;
  - (6) propose, second or nominate any eligible member for Honorary Life membership;
  - (7) introduce guests to the Club.

(e) **Paid for Life membership**

- (i) Paid for Life members shall be persons who have:
  - (1) attained the age of eighteen (18) years; and
  - (2) on the invitation of the Board, renewed their annual subscription for life;
  - (3) been elected or transferred to Paid for Life membership.
- (ii) This category of membership is closed.

- (iii) Paid for Life members shall be entitled to all the rights and privileges of a Bowling member and they shall be relieved from the payment of any additional annual subscription or other membership fees (including bowling association fees).
- (iv) The Club shall only be required to pay bowling association fees for Paid For Life Members that are active bowling members of the Club and have nominated the Club as their declared club in accordance with bowling association rules.

## 6. **Honorary Life membership**

- (a) An Honorary Life member shall be any member who has:
  - (i) been an Ordinary member of the Club for a cumulative period of not less than ten (10) years (provided that broken periods of membership can be aggregated in calculating the ten year qualifying period); and
  - (ii) in consideration of outstanding service to the Club has been granted Honorary Life membership of the Club in accordance with this Constitution.
- (b) Honorary Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Honorary Life membership shall be proposed by one and seconded by another eligible Full member and submitted to the Board for approval.
- (d) If a nomination for Honorary 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 Honorary 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 Honorary Life membership is approved by a resolution passed by a simple majority of the members present and voting at the general meeting the person nominated shall thereby be an Honorary Life member of the Club.
- (g) Every Honorary Life member shall be entitled to all the rights and privileges of a Bowling member and they shall be relieved from the payment of any annual subscription.
- (h) There shall be no more than one (1) member appointed as an Honorary Life Member within any financial year and there shall be no more than ten (10) Honorary Life Members of the Club at any one time.

## 7. **Honorary members**

- (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (i) the patron or patrons for the time being of the Club; or

- (ii) any prominent citizen or local dignitary visiting the Club.
- (b) 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 a Full member.
- (c) Honorary members who are not Full members of the Club are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests to the Club.
- (d) Honorary members who are not Full members of the Club are not entitled to:
  - (i) vote at any meeting of the Club; or
  - (ii) nominate for or be elected to the Board or any office in the Club;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Honorary Life membership;
  - (vii) participate in bowls at the Club (unless otherwise permitted by the Board)

## 8. **Temporary Members**

- (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (i) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
  - (ii) A Full member of any registered club which has objects similar to those of the Club.
  - (iii) A Full member of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay a joining fee or annual subscription.



- (c) Temporary members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) subject to Article 10(l), introduce guests into the Club.
- (d) Temporary members are not entitled to:
  - (i) attend or vote at general meetings (including Annual General Meetings) of the Club;
  - (ii) nominate for or be elected to the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second or nominate any eligible member for any office of the Club; or
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
  - (vii) participate in bowls at the Club (unless otherwise permitted by the Board).
- (e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.
- (f) No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Article 8(a)(iii).
- (g) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such other longer period as approved by the Authority). A person admitted to Temporary membership under this Article shall only be required to enter their relevant details in Temporary Member Register on the first day that they enter the Club's premises during that period.

## 9. **Provisional members**

- (a) A person in respect of whom:
  - (i) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and
  - (ii) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form,

may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.
- (c) Provisional members are entitled to:
  - (i) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- (d) Provisional members are not entitled to:
  - (i) attend or vote at general meetings of the Club; or
  - (ii) nominate for or be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any Special Resolution (including a Special Resolution to amend this Constitution);
  - (v) propose, second, or nominate any eligible member for any office of the Club;
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.
- (e) A person shall cease to be a Provisional member on and from the date that he or she is admitted to Full membership.
- (f) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Article, the Club must return any joining fee and annual subscription paid by the Provisional member when nominating for membership of the Club.

### **GUESTS**

- 10. (a) Subject to Article 10(l), all members (other than Junior members) shall have the privilege of introducing guests to the Club.
- (b) A Temporary member may introduce a guest only in accordance with Article 10(l).
- (c) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests.
- (d) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

- (e) No member shall introduce any person as a guest who has been expelled from the Club, who is currently under suspension or who has been refused admission to or been turned out of the Club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (g) 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.
- (h) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (i) 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.
- (j) 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.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (l) 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.
- (m) For the purposes of Article 10(l)(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.

### **MEMBERSHIP (VOTING RIGHTS)**

- 11. (a) Honorary Life members and Financial Ordinary Members (except Junior Members) shall be deemed to be the general body of members entitled to attend and vote at any general meeting and election of the Club PROVIDED THAT only Honorary Life members, Paid For Life members and Bowling Members shall be entitled to move, second and vote on any resolution to alter, amend or vary the Constitution.
- (b) Every member who is entitled to vote shall both on a show of hand and on the taking of a poll have one (1) vote.

- (c) No Member of the Club who is also an employee of the Club shall be eligible to vote at any meetings or elections of the Club.
- (d) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.
- (e) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (f) A Member who is under suspension shall not be entitled to attend or vote at any general meetings or election of the Club.

### **ADMISSION OF MEMBERSHIP**

- 12. (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted and be signed by the applicant. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be accompanied by a letter of request for said membership written and signed by a responsible adult for the minor.
  - (b) Every nomination for membership shall be lodged with the Secretary of the Club.
  - (c) The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.
13. The election of members shall be by the Board at a meeting or meetings duly convened. The Board may reject any application for membership without assigning any reason for such rejection. The names of the members of the Board present and voting and the names of the persons elected shall be recorded in the minutes.
14. Every person elected to membership shall be deemed to agree to pay the joining fee and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
15. Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.

### **MEMBERSHIP (CESSATION)**

- 16. (a) (i) A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or returning his or her membership card to an officer of the Club and clearly indicating

to the officer that he or she resigns from membership. That member however, shall continue to be liable for any unpaid fees or other levies and shall continue to be liable for debts and liabilities of the Club which exist at that time up to the amount of five dollars (\$5.00).

- (ii) The date of resignation of a member resigning in accordance with the provisions of these Articles shall be the date on which the notice of resignation is received by the Secretary or the date on which the membership card is received by the officer of the Club.
  - (iii) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
- (b) If any member shall fail to pay his or her subscription within one (1) month after it becomes due the Committee shall cause the name of such member to be removed from the Register. Provided however, that such member whose name has been so removed shall be eligible to reapply for membership in accordance with the Articles of Association and if such new application is made within six (6) months of the date he or she ceases to be a member he or she shall not be liable for any further entrance fee.
  - (c) A member may be expelled from membership by the Board or by a properly constituted judiciary sub-committee in accordance with the provisions of this Constitution.
  - (d) Every person who ceases to be a member of the Club shall forfeit all membership rights and privileges save and except he or she shall remain liable to pay all or any monies due and payable pursuant to clause 6 of the Memorandum of Association.

### **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

17. If any member:

- (a) refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club; or
- (b) is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club;
- (c) in the opinion of the Board is guilty of conduct is unbecoming of a member or which renders the member unfit for membership,

the Board (including a properly constituted judiciary sub-committee) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that at all times the principles of procedural fairness are upheld and the provisions of Rule 17A are followed.

- 17A. (a) For the purposes of Rule 17, a member shall be notified of any charge against him or her pursuant to this Rule by notice in writing (**notice of charge**) at least seven (7) clear days before the meeting of the Board at which such charge is to be heard. The notice of charge must also

contain the particulars of the alleged facts, matters and circumstances that will be relied upon in support of the charge and the date, time and place of the meeting of the Board at which the charge is to be heard

- (b) The member charged shall be entitled to:
  - (i) attend the meeting to answer the charge and make submissions in respect of any appropriate penalty (if any) which should be imposed if he or she is found guilty of the charge; and
  - (ii) submit to the meeting written representations to answer the charge and make submissions in respect of any appropriate penalty (if any) which should be imposed if he or she is found guilty of the charge;
  - (iii) call witnesses (provided that the Club cannot and will not force any person (including a member) to attend and provide evidence at the meeting and if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still deal with the charge).
- (c) The member charged is not entitled to be represented or accompanied by another person at the meeting. However, depending on the nature and circumstances of the charge and the member charged, the Board, in its absolute discretion, may allow the member charged to be represented or accompanied by another person at the meeting, provided that the Board can withdraw such approval at any time without assigning a reason.
- (d) The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner). If the Board determines (in its absolute discretion) that the member charged is not acting in an appropriate manner, the Board may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.
- (e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the Board (in its absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.
- (f) If the member fails to attend such meeting:
  - (i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

- (ii) the Board may impose any disciplinary sanction referred to in Rule 17 on the member,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

- (g) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge and if the member has been found guilty of the charge, a decision on the disciplinary sanction (if any) which will be imposed.
- (h) The voting method by the members of the Board present at such meeting shall be as decided by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
- (i) Any decision of the Board at such hearing or any adjournment thereof shall be final.
- (j) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Article 17A.
- (k) A member (or former member) shall not be entitled to commence legal proceedings or take any other action against the Club (including but not limited to its officers, employees and members) in relation to the outcome of the disciplinary proceeding and/or any other matter arising from or incidental to the disciplinary proceedings.
- (l) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.
- (m) Thorough minutes of proceedings shall be taken of all meetings relating to a charge or complaint made against a member.
- (n) The member shall be notified in writing of any decisions and penalties imposed by the Board or by a judiciary sub-committee.
- (o) If a notice of charge is issued to a member pursuant to Rule 17(a), the Board by resolution or Secretary (independently of the Board) shall have the power to suspend that member from all rights and privileges of membership until the charge is heard. Such suspension shall be promptly notified in writing to the member concerned.

#### **JUDICIARY SUB-COMMITTEE**

- 18. (a) The Board may by resolution delegate all of the powers discretions and functions given to the Board by Article 17 and Article 17A to a judiciary sub-committee comprised of such Board members as shall be determined by the Board from time to time.

- (b) The judiciary sub-committee shall conduct its activities in accordance with the procedures referred to in Article 17 and Article 17A save that any decision by the judiciary system to expel a member shall require the unanimous decision of the members of the judiciary sub-committee voting on a resolution to that effect.
- (c) The Board shall have the power by resolution to revoke any delegation to the judiciary sub-committee pursuant to paragraph (a) of this Rule and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge or the identity of or the office held by the member the Board considers that it would not be appropriate for the charge to be heard by the judiciary sub-committee.

18A. Deleted.

- 18B
- (a) Notwithstanding anything else contained in this Constitution, if, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
  - (b) In respect of any suspension pursuant to this Article, the requirements of Articles 17 and 17A shall not apply.
  - (c) If the Secretary (or his or her delegate) exercises the power pursuant to this Article, the Secretary (or his or her delegate) must notify the member in writing (which includes email) that:
    - (i) the member has been suspended as a member of the Club and the relevant details of that suspension, including the period of suspension and the privileges of membership which have been suspended; and
    - (ii) if the member wishes to do so, the member may make a written request to the Secretary within seven (7) days of the date of the notice for the matter be dealt with by the Board pursuant to Articles 17 and 17A.
  - (d) If a member submits a request under Article 18B(c)(ii):
    - (i) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
    - (ii) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 17 and Article 17A;
    - (iii) the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).
19. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary he or she may, by resolution of a meeting of the Board, be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 17 shall not apply.



## **NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS**

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

## **REGISTERS OF MEMBERS**

21. The Secretary shall keep on the Club's premises these Registers:
- (a) Register of Members;
  - (b) Register of Honorary Members;
  - (c) Register of Temporary Members;
  - (d) Register of Guests.
22. Register of Members. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
23. Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
24. Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
25. Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
26. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.
27. (a) The entrance fees, annual subscription and other fees or charges payable by any class of member, the times and manner of payment thereof and all other matters relating thereto not specifically provided for in these Rules shall be

such as shall from time to time be determined by the Board. The annual subscription shall fall due on the first day of July in each year. If such annual subscription remains unpaid at the expiration of one (1) month after the due date for payment that member's name shall be removed from the Register of Members. Such member whose name has been removed shall be eligible to reapply for membership if such application is made within six (6) months of the date he or she ceased to be a member and he or she shall not be required to pay an entrance fee.

- (b) The annual subscription for Ordinary Members shall not be less than two dollars (\$2.00) per annum and shall be payable annually in advance. Any other fees or charges payable annually shall also be payable annually in advance. The Board may determine that subscriptions and other fees and charges may be paid in advance for such number of years as provided for in the By-laws.
- (c) The Board may, at its discretion, fix a charge for the use of property or services of the Club by its members and may at any time amend or remove such charge or charges.
- (d) The Board may, at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary Membership who was formerly a member of the Club may at the discretion of the Board be elected without the payment of any entrance fee.
- (e) All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the first day of January in any year shall be liable to pay one half of the subscription payable for the then current financial year.
- (f) The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount not less than two dollars (\$2.00) in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.
- (g) Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to his or her age be granted special privileges and discounts on his or her entrance fee, annual subscription, and/or any other fees and levies.

## **MANAGEMENT**

- 28. (a) The Board shall consist of seven (7) Directors who shall comprise a President, a Vice President, and five (5) ordinary Directors. The ordinary Directors on the Board may include up to two (2) Non-Bowling Members of the Club. The Board shall be elected biennially (for a two (2) year term of office) at each Annual General Meeting falling on an even numbered year.
- (b) Treasurer
  - (i) A suitably qualified member of the Board may be appointed to hold the position of Treasurer by a resolution of the Board and such

appointment shall be made at the first Board meeting held following an election.

- (ii) A suitably qualified person may be appointed to the Board to hold the position of Treasurer in accordance with the special appointment provisions of the Registered Clubs Act.
  - (iii) A suitably qualified person may be appointed by resolution of the Board to hold a non-board member position of Treasurer, with the term of the appointment being determined by the Board. A member appointed as Treasurer under this sub-paragraph shall attend Board meetings but shall have no vote on Board decisions.
  - (iv) The Board may determine that no member shall be appointed to hold the position of Treasurer.
- (c) The Board may appoint a Secretary Manager upon such terms and conditions as it shall determine. The Secretary Manager shall have such powers and duties as are provided for by this Constitution and as are from time to time delegated by the Board.
  - (d) Each member elected or appointed to the Board will be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.
  - (e) A member who is an employee, currently under suspension or not a financial member of the Club shall not be eligible to stand for or be elected or appointed to the Board.

#### **SPECIAL APPOINTMENTS MADE BY THE BOARD**

- 28A. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
  - (i) The terms shall be no more than three (3) years; and
  - (ii) The person must be an ordinary member at the time of, and for the duration of, the appointment; and
  - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the club's notice board and on the club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.
- (d) A former employee shall not be elected or appointed to the Board of Directors until a period of at least five (5) years has elapsed from the end of employment.

## **ELECTION OF THE BOARD OF DIRECTORS**

29. The Board of Directors shall be elected biennially (for a two (2) year term of office) by the Honorary Life Members and Ordinary Members of the Club (except Junior Members) from persons nominated as hereinafter provided:
- (a) not less than forty two (42) days before the day fixed for an Annual General Meeting at which an election is to occur, nominations for the ballot to elect Board positions shall be delivered to the Secretary.
  - (b)
    - (i) Nominations for the election of Bowling Members, Honorary Life members or Paid For Life members to the Board shall be in writing and signed by two (2) Bowling Members, Honorary Life members and Paid For Life members of the Club and by the nominee who shall also signify his or her consent to the nomination.
    - (ii) Nominations for the election of Non-Bowling Members to the Board shall be in writing and signed by two (2) Bowling Members, Honorary Life members, Paid For Life members or Non-Bowling Members of the Club and by the nominee who shall also signify his or her consent to the nomination.
  - (c) the Secretary shall immediately after receipt of the nominations post the names of the candidates and their proposers on the notice board.
  - (d) if the full number of candidates for any position on the Board of Directors are not nominated as prescribed additional nominees may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the chairperson of the meeting shall declare those nominated duly elected.
  - (e) any and all persons are prohibited from distributing 'how to vote' cards in relation to Club elections both on club premises and in the near vicinity.
  - (f)
    - (i) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
    - (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
30. In the event of more than the required number of candidates being nominated an election by ballot shall be conducted in the following manner:
- (i) Members entitled to vote shall have their name crossed off the register by the Returning Officer or one of his or her Scrutineers and handed a ballot paper at a selected part of the club which shall be placed in the ballot box by the voting member. The key to the ballot box is to be retained by the Returning Officer until the ballot has concluded. The ballot shall take place in the clubhouse at times specified by the Board over a five (5) day period concluding no later than 2:00 PM on the day preceding the scheduled date of the Annual General Meeting.

- (ii) On the closing of the ballot, the ballot papers shall be counted by the Returning Officer and two (2) scrutineers nominated by the Board, and the result of the ballot declared at the Annual General Meeting.
  - (iii) In the event of an equality of votes for two or more candidates, the election shall be decided by the Returning Officer who shall draw the name of one such candidate from a hat.
  - (iv) The Returning Officer shall conduct and supervise the ballot. Any disputes relating to the ballot, including but not being limited to the return of ballot papers and the validity of them, shall be determined by the Returning Officer whose decision shall be final and binding.
  - (v) If a female is elected into the position of President of the Club, then the highest ranking male Board member shall preside over all the Men's Bowls Meetings. If however, there are no male Board members, the male bowling members at their Annual General Meeting will elect from their ranks a member to preside over all their bowls meetings and act as their representative at all the men's official functions.
  - (vi) If more than two (2) Non-Bowling Members are nominated for the Board, an election shall be held for the positions of ordinary Director, regardless of the number of nominations received for the position of ordinary Director.
- 30A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
  - (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
  - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.

### **CASUAL VACANCIES ON THE BOARD**

31. Where any casual vacancy occurs on the Board, that vacancy shall be filled by a Bowling Member, Paid for Life Member or Honorary Life Member until the next Annual General Meeting at which an election is to occur in accordance with the following procedure:
- (1) Where at an Annual General Meeting there were more candidates than the number required to fill all vacant offices the candidates for election to office at that prior Annual General Meeting who attained the next highest number of votes after all vacant offices have been filled PROVIDED that there shall not be more than two (2) Non-Bowling Members appointed to the Board at any one time; or

- (2) in the event there are fewer candidates for election at the prior Annual General Meeting than the number required to fill vacant positions, the Board may fill that vacancy even if a quorum is not present at that meeting.

### **REMOVAL FROM THE BOARD**

32. The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) is disqualified for any reason referred to in Section 206B of the Act.
  - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
  - (c) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board.
  - (d) by notice in writing given to the Secretary resigns from office as a director.
  - (e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
  - (f) ceases to be a member of the Club.
  - (g) becomes an employee of the Club
  - (h) ceases to hold a qualification by which that person was appointed or elected to office.
  - (i) if the person fails to complete the mandatory director training prescribed by the Registered Clubs Act within the prescribed period (unless exempted from doing so).
- 32A. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if such person or persons had not been so removed.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
  - (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

## **MEETINGS OF THE BOARD**

33. (a) The Board shall meet at least once in every month for the transaction of business (which meetings shall be called regular meetings). The names of the members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be recorded by the Secretary Manager in an appropriate book kept for this purpose. The quorum for meetings of the Board shall be four (4) members present in accordance with this Constitution provided that if there are nine (9) directors on the Board (ie seven (7) elected directors and two (2) directors appointed by the Board under Article 28A), the quorum shall be increased to five (5) directors.
- (b) The President shall preside at every meeting of the Board or if at any meeting the President is not present or is unwilling or unable to act then the Vice-President shall act as chairperson of the meeting. If the Vice-President is not present or is unwilling or unable to act then the Board members present shall elect their own chairperson of the meeting. The member chairing a meeting shall have a casting vote.
- (c) The President at any time and the Secretary shall on the requisition of not less than three (3) Directors convene a meeting of the Board.
- (d) Subject to these Articles questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
- (e) In the event of a vacancy occurring in the office of Director the remaining Directors may act but if the number of remaining Directors is not sufficient to constitute a quorum they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
- (f) (i) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed at the time at which the document was last signed by a Director and if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
- (ii) For the purposes of paragraph (f)(i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (iii) A reference in paragraph (f)(i) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- (g) Deleted.
- (h) All acts done and resolutions passed at any meeting of the Club shall be deemed to be valid notwithstanding any defect in the election of a Director

voting upon such resolution or any defect in the act or resolution passed as a consequence.

- (i) 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.

### **DIRECTORS' INTERESTS**

- 33A. (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: declare the nature of the interest at a meeting of the Board and comply with Article 33A(b);
- (b) 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 must not vote on the matter and must not be present while the matter is being considered at the meeting.

### **BOARD OF DIRECTORS (POWERS AND DUTIES)**

- 34. The Board shall be responsible for the business and affairs of the Club. 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 the Liquor Act and of these Rules and to any regulations not being inconsistent with these Rules 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 appoint from amongst its members or from members of the Club sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and from time to time to revoke or alter such appointment or delegation. Unless otherwise specified in the minutes of the directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
  - (b) to make such By-laws, rules or regulations not inconsistent with the Memorandum and Articles of Association 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 wellbeing of the members of the Club and to amend or rescind from time to time any such By-laws, rules and regulations.
  - (c) to enforce the observance of all By-laws, rules or regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.



- (d) to appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) to engage, appoint, control, remove, discharge, suspend and dismiss such Managers, Secretaries, Officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit to determine the duties, pay, salary, emoluments or other remuneration.
- (f) 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 shall think fit.
- (g) to secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) 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 and 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.
- (i) to determine who shall be entitled to sign and endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (j) to invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (k) from time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any 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.
- (l) subject to the requirements of the Liquor Act and the Registered Clubs Act, to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise) and land belonging to the Club.
- (m) to repay actual out of pocket expenses incurred by any member of the Board which were first authorised before they were incurred by the Board.
- (n) to fine, caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provisions of the Memorandum of Articles of Association or of the By-laws, rules and regulations of the Club or who shall, in the opinion of the Directors, be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.
- (o) to impose any restrictions or limitations on the rights and privileges of members, Honorary Members and visitors relating to the use by them of the

Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

- (p) to fix the amount of entrance fee and/or subscription payable by any class of member.

#### **DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES**

- 34A. (a) A Director, Secretary, other officer or employee of the Club must not improperly use their position to gain an advantage for themselves or someone else; or to cause detriment to the Club.
- (b) A Director or other officer of the Club must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer of a club in the Club's circumstances.
- (c) A Director or other officer of the Club who makes a business judgment is taken to meet the requirements of subsection (b), and their equivalent duties at common law and in equity, in respect of the judgment if they:
  - (i) make the judgment in good faith for a proper purpose; and
  - (ii) do not have a material personal interest in the subject matter of the judgment; and
  - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of the Club.
- (d) A Director or other officer of the Club must exercise their powers and discharge their duties in good faith in the best interests of the Club; and for a proper purpose.
- (e) A person who obtains information because they are, or have been, a Director, Secretary or other officer or employee of the Club must not improperly use the information to gain an advantage for themselves or someone else; or to cause detriment to the Club.

#### **MEETINGS OF MEMBERS (GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS)**

- 35. (a) In accordance with the requirements of the Act, the Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board. All other general meetings shall be called Extraordinary General Meetings.
- (b) (i) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of

the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).

- (ii) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
  - (iii) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
  - (iv) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
  - (v) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
  - (vi) In the case of a general meeting where at least twenty-one (21) clear days' notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
  - (vii) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
  - (viii) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
  - (ix) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (c) Every notice convening a general meeting (including the Annual General Meeting) shall be in writing and shall specify the place, day, hour and business of the meeting, and such information as is required to be given by this Constitution, the Act and the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
  - (d) The accidental omission to give notice of a general meeting to or the non receipt of notice of a general meeting by any member shall not invalidate the proceedings of the meeting.
  - (e) The period of notice in respect of a general meeting (including an Annual General Meeting) shall be at least twenty-one (21) days.
  - (f) Notice of the date and time and place for each Annual General Meeting and of the last day for receiving nominations for office shall be posted on the notice board at least forty two (42) days prior to the date fixed for such Annual General Meeting.

- (g) No business shall be transacted at a general meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members entitled to vote shall constitute a quorum at such meeting.
- (h) If a quorum is not present within half an hour from the time appointed for the meeting:
  - (i) where the meeting was convened upon the requisition of members the meeting shall be dissolved; or
  - (ii) in any other case:
    - (1) the meeting stands adjourned to the same day in the next week at the same time and place; and
    - (2) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum and may transact any business for which the meeting was called.
- (i) The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.
- (j) The Board may withdraw any resolution which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

36. The business of the Annual General Meeting shall be as follows:

- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
- (b) To receive and consider the reports of the Board;
- (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report;
- (d) To approve honoraria or other extraordinary benefits (if any);
- (e) To elect the Board in accordance with this Constitution, or, if the ballot was held prior to the Annual General Meeting, to declare the result of the ballot and, if necessary, to elect further Directors;
- (f) To deal with any valid business of which due notice has been given;
- (g) To deal with general business as approved by the chairperson of the meeting or as approved by the meeting.
- (h) Such business which under this Constitution ought to be transacted at a general meeting.

37. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- 37A. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
- 37B. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- 37C. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
38. The President shall preside at all general meetings of the Club. In the event of the President being absent or if he or she shall be unwilling to act, the Vice-President shall preside. In the event of the President and Vice-President being absent or unwilling to act, the members present and entitled to vote shall elect a member to be chairperson of the meeting.

39. Every question or motion submitted to a general meeting of the Club shall be decided on a show of hands or if required by five (5) members by a poll. In the case of equality of votes the President shall have a casting vote.
40. At any meeting unless a poll is demanded by the President or by at least five (5) members present and entitled to vote, a declaration by the President that a resolution has been carried or carried by a particular-majority or lost or not carried by a particular majority, an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of evidence of the votes recorded in favour of or against such resolution.
41. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairperson of the meeting directs either immediately or after, an adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
42. The chairperson of the meeting may with the consent of any 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.
43. (a) If a meeting is adjourned for thirty (30) days or more, notice of meeting shall be given as in the case of an original meeting.  
(b) Except as provided by paragraph 43(a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. The demand for a poll shall not prevent the continuance of a meeting for the transaction of other business. No poll may be demanded on the election of a President.

#### **MINUTES OF CLUB MEETINGS**

45. (a) The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
  - (i) of all appointments of officers made by the Club in general meeting and by the Board;
  - (ii) of the names of the Directors present and voting at each meeting of the Board;
  - (iii) of the number of members present and voting at general meetings of the Club;
  - (iv) of all resolutions and proceedings at all meetings either of the Club or of the Board.
- (b) Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minutes shall be signed by the

chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

- (c) The Club must keep its minute books at the Club's registered office.

### **FINANCIAL YEAR**

- 46. The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the next year.

### **CLUB STRUCTURE AND NON-PROFIT STATUS**

- 46A. (a) The Club is a non-proprietary company.
- (b) The assets and income of the Club shall be applied solely in furtherance of objects of the Club and no portion shall be distributed directly or indirectly to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

### **ACCOUNTS AND REPORTING TO MEMBERS**

- 47. (a) 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.
  - (b) The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
  - (c) 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.
  - (d) 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.
- 47A. Unless required to do so by the Act, the Club is not obliged to send an annual report to members.

## **AUDITORS**

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

## **SECRETARY**

49. (a) The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.
- (b) The Secretary shall:
- (i) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of the Act, the Liquor Act, the Registered Club Act, and such other acts and regulations applicable to the business and management of the Club;
  - (ii) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution;
  - (iii) conduct and manage the affairs of the Club under the direction of the Board.

The Secretary shall be trained in accordance with the Registered Clubs Act.

## **EXECUTION OF DOCUMENTS**

50. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

## **NOTICES**

51. (a) A notice may be given by the Club to any member either:
- (i) personally; or
  - (ii) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
  - (iii) by sending it to the electronic address (if any) nominated by the member;



- (iv) by notifying the member in accordance with Article 51(b) (in the case of notices of general meetings (including Annual General Meetings)) only.
- (b) If the member nominates:
- (i) an electronic means (the nominated notification means) by which the member may be notified that notices of meeting are available; and
  - (ii) an electronic means (the nominated access means) the member may use to access notices of meeting;
- the Club may give the member notice of the meeting by notifying the member (using the nominated notification means):
- (iii) that the notice of meeting is available; and
  - (iv) how the member may use the nominated access means to access the notice of meeting.
- (c) Where a notice is sent by post to a member in accordance with Article 51(a) the notice shall be deemed to have been received by the members:
- (i) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
  - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (d) Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.
- (e) Where a notice of general meeting (including Annual General Meeting) is sent to a member in accordance with Article 51(b), the notice is taken to be given on the day following that on which the member is notified that the notice of meeting is available.

### **INSPECTION OF RECORDS**

52. The Board shall determine whether and to what extent and at what time and places and under what conditions the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors and a member other than a Director does not have the right to inspect any document of the Club except as provided by by-law or authorised by the Board or by the Club at a General Meeting.

### **INDEMNITY AND INSURANCE OF OFFICERS**

53. (a) Every Officer of the Club (as defined in the Act) and auditor shall be indemnified out of the property of the Club against any liability incurred by him/her in his or her capacity as Officer or auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application

under the Act in which relief is under the Act granted to him or her by the Court in respect of any negligence, default, breach of any duty or trust.

- (b) To the greatest extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

### **COMPLIANCE STATEMENTS**

- 54. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act 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.
- 55. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 56. Subject to provisions 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 and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- 57. The Club must not dispose of any core property of the Club unless:
  - (a) the property has been valued by a qualified valuer; and
  - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
  - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,provided that this obligation is subject to any exceptions created by regulations made under the Registered Clubs Act.
- 58. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
- 59. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.

60. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (b) A person under the age of eighteen [18] years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
- 60A. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.
- 60B. 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.
- 60C. 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.

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

61. (a) In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Article 61(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 Article 61(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 Article 61(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 Article 61(b), if a person has been refused admission to or turned out of the Club in accordance with Article 61(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 Article 61(b), if a person has been refused admission to or turned out of the Club in accordance with Article 61(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 Article 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.

#### **Registered Clubs Accountability Code**

- 62. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Articles 63 to 69 inclusive.
- (b) For the purposes of Articles 63 to 69 inclusive, the terms “close relative”, “controlling interest”, “manager”, “pecuniary interest” and “top executive” have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

#### **Contracts with Top Executives**

- 63. (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:
  - (i) the top executive’s terms of employment; and
  - (ii) the roles and responsibilities of the top executive;
  - (iii) the remuneration (including fees for service) of the top executive;
  - (iv) the termination of the top executive’s employment.
- (b) Contracts of employment with top executives will not have any effect until they are approved by the Board and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

#### **Contracts with Directors or Top Executives**

- 64. Subject to any restrictions contained in the Registered Clubs Act and Article 65, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first

approved by the Board. A “pecuniary interest” in a company for the purposes of this Article does not include any interest exempted by the Registered Clubs Act.

### **Contracts with Secretary and Manager**

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

### **Loans to Directors and Employees**

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

### **Restrictions on the Employment of Close Relatives and Top Executives**

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

### **Disclosures by Directors and Employees of the Club**

68. (a) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises,
  - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the club or from a person or body that has entered into a contract with the club.

- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Article 68(a).

### **Provision of Information to Members**

69. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates, and
  - (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

### **CONSTITUTION**

70. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
71. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
72. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

### **BY-LAWS**

73. Any By-laws made under this Constitution shall come into force and have the full authority of a By-law of the Club on being posted upon the Club's notice board.

Prepared by  
**Pigott Stinson Lawyers**  
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10 Barrack Street  
SYDNEY NSW 2000  
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## **Section 2:**

# **MEMORANDUM OF ASSOCIATION** **OF** **MUNMORAH UNITED BOWLING CLUB LIMITED**

1. The name of the company (hereinafter called "the Club") is Munmorah United Bowling Club Limited.
2. The registered office of the Club shall be situate at Lake Munmorah or in such other place in New South Wales as the Board may from time to time direct.
3. The objects for which the Club is established are:
  - (a)
    - (i) to provide for members and guests a recreation, education and sporting Club with particular emphasis on promoting the game of lawn bowls with all the usual facilities of a Club including residential conveniences and all amenities and conveniences necessary and desirable for the purposes of the Club; and
    - (ii) to promote all or any of the objects for the time being of the Royal New South Wales Bowling Association.
  - (b) to build, erect and construct, provide, maintain, alter, improve, lay out and establish all buildings, accommodation, amenities, at least two (2) bowling greens, sporting fields, playgrounds, conveniences, apartments and libraries considered necessary and convenient to carry out the objects of the Club.
  - (c) to purchase, hire, lease or otherwise acquire for the purposes of the Club any real and personal property and any rights and privileges which the Club may think necessary or convenient for the purposes of carrying out its objects or any of them.
  - (d) to give, sell, mortgage, charge, exchange, hire, lease (but not being the premises covered by the club licence) or otherwise dispose of the property of the Club or any part thereof subject to the requirements of the Registered Clubs Act and Liquor Act.
  - (e) to invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time vary and realise such investments.
  - (f) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - (g) to borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges and any other security over the whole or any part of the real and personal property of the Club.
  - (h) to carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.



- (i) to establish, promote or assist in establishing and promoting and to subscribe to or become a member of any association having objects similar to the Club.
- (j) to take or reject any gift or property, money or goods whether subject to any special trust or not.
- (k) to affiliate, cooperate or associate with any other club or clubs, society, institution or association having similar objects to the Club.
- (l) to promote and conduct matches, competitions and exhibitions in relation to bowls and other athletic sports, recreations or pastimes and to give or contribute to prizes or trophies and to guarantee prize money and/or expenses in connection with any such matches, competitions and exhibitions.
- (m) to establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money .for charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- (n) to do all such other lawful things as in the opinion of the Club are incidental or conducive to the attainment of the above objects or any of them.
- (o) to raise monies by way of subscriptions, entrance fees, levies, the holding of functions or otherwise and to accept donations, legacies, bequests and gifts of property.
- (p) to acquire membership of the Registered Clubs Association of New South Wales or such other association or organisation with similar objects as the Club may, from time to time, determine and arrange for representation of the Club at any corporation, body or bodies of association formed for the purpose of promoting interest of the Club and its social, sporting and other activities.
- (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, property present and future of the Club.
- (r) 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 object of the Club or any of them.
- (s) from time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.

IT IS HEREBY DECLARED that in the interpretation of this clause the meaning and object shall not be restricted by any other object and that each object shall be construed and have effect in an independent power and that the clause is to be construed so as to widen and not restrict the powers of the Club.

4. The liability of the members is limited.
5. The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by

way of dividend, bonus or otherwise, howsoever, by way of profit to or amongst the members of the Club. PROVIDED THAT nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him or her to the Club or otherwise owing by the Club to him/her or of remuneration to any officers or servants of the Club or to any members of the Club or other person in return for any services actually rendered to the Club. PROVIDED FURTHER THAT no remuneration shall be given by the Club to any member of such Board of Directors for his or her services as Director and provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club.

6. Every 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 of within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he or she ceased 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 contributors amongst themselves such amount as may be required not exceeding five dollars (\$5.00).
7. If upon winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or club having objects similar to the objects of this Club and which prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club under and by virtue of clause 5 hereof such institution or club to be determined by the members of the Club at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting same that may be imposed in accordance with the Regulations of the Club for the time being shall be open to the inspection of the members. Once at least every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised institute association or body of accountants.
9. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
10. The full names, addresses and occupations of the subscribers hereto are:

Leonard Frederick Jeans  
Tall Timbers Road, Doyalson, Farmer

William Irwin Jackson  
Elizabeth Bay Road, Lake Munmorah, Engineer

William Patrick Kelly  
36 Terrence Street, Lake Munmorah, Boiler Maker

Albert Robert Lambert Howard  
Acacia Avenue, Lake Munmorah, Engineering Fitter

Albert Wendelin Frauenfelder  
Kamilaroo Avenue, Lake Munmorah, Retired

Andrew Archibald Wells  
8 Anthony Street, Lake Munmorah, Mining Engineer

Wynn Albert Pryor  
58 Diane Street, Lake Munmorah, Mining Industry

Leonard Patrick Bridge  
5 The Cut, Mannering Park, Professional Fisherman

Allan William Bridge  
Bayview East, Doyalson, Fitter/Welder

Leslie Howard Morton  
Wyee State Mine, Wyee, Engineer

Herbert Reginald Saul  
Lot 3 Elizabeth Road, Lake Munmorah, Plumber

Reginald Edward London  
Kamilaroo Avenue, Lake Munmorah, Bricklayer

11. The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

Witness to signatures: David O'Connor J.P. Lake Munmorah

Prepared by  
**Pigott Stinson Lawyers**  
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10 Barrack Street  
SYDNEY NSW 2000  
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