

**COMPANY CONSTITUTION  
OF  
LAWSON BOWLING CLUB LIMITED  
T/A CLUB LAWSON**

(as amended – November 2023)

ACN 001 005 438

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 7/8/12]

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# **CONSTITUTION OF LAWSON BOWLING CLUB LIMITED**

## **MEMORANDUM OF ASSOCIATION**

- 1 The name of the Company (hereinafter called the "Club") is "Lawson Bowling Club Limited Trading As Club Lawson".
2. The objects for which the Club is established are:
  - (a) To provide lay out establish and maintain bowling greens, tennis courts, croquet lawns and other such grounds to be used for bowling and recreation purposes as may be determined upon by the Club at Lawson or elsewhere in the State of New South Wales and also to provide a Clubhouse to contain accommodation residential or otherwise either for ladies and gentlemen or both with all such rooms, conveniences, appointments and outbuildings as may be considered desirable for the purposes of the Club and to furnish and maintain such Clubhouse.
  - (b) To promote the games of bowls, tennis, croquet and other athletic sports recreations or pastimes and to promote give or support dinners, balls, concerts and other entertainment.
  - (c) To purchase hire make or provide and maintain all kinds of horses and livestock, motor cars, furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, tools, implements, machines, utensils, equipment and other things required or which may be conveniently used in Connection with the greens and grounds of the clubhouse and other premises of the Club by persons using the same whether Members of the Club or not.
  - (d) To provide all things necessary for billiards, cards and other games and for musical, dramatic and other social entertainment.
  - (e) To buy, make, supply, sell, repair and deal in bowls, bowling equipment, clothing and all other apparatus or materials used in connection with the game of bowls and any other athletic sports or recreation and all kinds of provisions and refreshments both liquid and solid including tobacco, cigars and cigarettes required or used by the Members of the Club or other persons using the Club's clubhouse, greens and other grounds. Provided that no portions of the premises covered by a club licence issued under the provisions of the Liquor Act shall be sold, disposed of, let, demised, mortgaged or exchanged as aforesaid without the prior consent or permission of the Authority.
  - (f) To purchase, hire, take on lease or in exchange or otherwise acquire any lands, buildings, casements or other property whatsoever whether real or personal which may be requisite for the purpose of or capable of being conveniently used in, connection with any of the objects of the Club.

- (g) To sell, dispose of, let, demise, mortgage or give in exchange any land or other property belonging to the Club for such consideration and upon such terms and conditions as the Club may think fit and in particular for shares, debentures or securities of any other Club.
- (h) To sell (in subdivision or otherwise) lease, manage, improve, develop, exchange, surrender or dispose of any of the real or personal property of the Club and to make, construct, grant, give or dedicate roads, lanes or rights of way upon and turn to account or otherwise deal with any of the property, real and personal of the Club.
- (i) To take horses, cattle and other animals on agistment and to let any of the lands of the Club for agistment purposes or grant exclusive or other grazing rights over the lands of the Club or any part of them.
- (j) To hire and employ secretaries, clerks, managers, servants and workmen and to pay them, and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.
- (k) To promote and hold either alone or jointly with any other association, club or persons, bowls meetings, competitions and matches and any other sports or athletic meetings, competitions, matches or tournaments and to offer, give or contribute towards prizes, medals, distinctions and rewards.
- (L) To establish, promote or assist in establishing or promoting and to subscribed to or become a member of any association or club whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or club out of the funds of this Club except bona fide in furtherance of the objects of this Club.
- (m) To arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting and/or controlling bowls and/or other games, sports and pastimes.
- (n) To acquire and hold a Club or other licence or permit for the sale of spirituous or other liquors and carry on the business of restaurant keepers, wine and spirit merchants and licensed victuallers and also sellers of tobacco, cigars and cigarettes.
- (o) To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
- (p) To borrow or raise and give security for money by the issue of, or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club secured upon its assets or otherwise or by mortgage or charge upon all or any part of the property of the Club and in particular to issue debentures or debenture stock, perpetual or otherwise, or give mortgages in respect of all monies which have already been advanced or shall hereafter be advanced to enable the bowling greens hereinbefore mentioned to be purchased by the Club.

- (q) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (r) To invest and deal with the monies of the Club not immediately required in such manner as the Committee may from time to time determine and from time to time to vary and realise such, investments or any of them.
- (s) To carry on and/or to subsidise or assist by payment of money or otherwise any person, firm or club in the carrying on of the business of running motor omnibuses and/or proprietors of taxicabs, motor cars, cabs or other public or private conveyances and to enter into contracts with any such person, firm or club which may directly or indirectly benefit the Club.
- (t) To take or otherwise acquire and hold shares in any other club having objects altogether or, in part, similar to those of this Club or carrying on any business capable of being conducted so as directly or indirectly to benefit this Club.
- (u) To promote any club or companies for the purpose of acquiring all or any of the property rights and liabilities of this Club or for any other purpose which may seem directly or indirectly calculated to benefit this Club.
- (v) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or club carrying on or engaged in or about to carry on or engage in any business or transaction altogether or in part similar to that carried on by this Club or which this Club is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Club and to take part in the formation, management, supervision or control of the business or operations of any club or undertaking and for the purposes aforesaid to appoint and remunerate any directors or other experts or agents and arrange for the joint control of the Club's business and undertaking and its property or any part thereof.
- (w) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other Club having objects altogether or in part similar to those of this Club.
- (x) To make, draw, accept, endorse, discount and execute and issue cheques, promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (y) To lend money to such persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.

- (z) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable and benevolent objects or for any exhibition or for any public, general or useful object and to make donations to such persons and in such cases as the Club may deem expedient.
  - (aa) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over, the whole or any part of the real or personal property present or future of the Club.
  - (bb) To do all or any of the matters hereby authorized either alone or in conjunction with or as trustee or as agent for any other Club, club, association or person or by or through any factors, trustees or agents.
  - (cc) Generally, do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them.
3. 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 is a Member or within one [1] year afterwards for payment of debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the Club and for the adjustments of the rights of the contributions amongst themselves such amount as may be required not exceeding Two Dollars [\$2.00].
  4. If upon the winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall be transferred to another Organisation with similar purposes to the Club. Such decision shall be determined by a resolution passed by a majority of not less than three-fifths of the members of the Club being present in person and entitled to vote in accordance with the Constitution. The meeting notice issued to members shall specify the purpose of the meeting and details of the motion to be submitted for consideration. Under no circumstances can such surplus assets be transferred to or for the benefit of any members of the Club.
  5. The income of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid by way of dividend, bonus or otherwise to the members provided that nothing herein shall prevent the payment in good faith of remuneration to any, of the officers or servants or to any member in return for any services actually rendered to the Club or for any materials or goods supplied.
  6. The liability of the members is limited.
  7. The registered office of the Club will be situated at Lawson or elsewhere in the State of New South Wales as from time to time may be determined by the governing body of the Club.

8. The names addresses and occupations of the subscribers to this Memorandum of Association are as follows:

NAME, ADDRESS & OCCUPATION

FENNEY, James Henry  
21 San Jose Avenue, Lawson  
Engineer

GARDNER, William Dempster  
45 Wilson Street, Lawson  
Engineer

CONNOLLY, Ernest Henry  
5 Henry Street, Lawson  
Retired Accountant

PRICE, Henry David  
24 Wilson Street, Lawson  
Storeman

SMITH, John Joseph  
35 Oaklands Street, Lawson  
Retired

MARSHALL, George Lionel  
29 Badgerys Crescent, Lawson  
Retired Engineer

MADDEN, Ronald James  
23 Honour Avenue, Lawson  
Overseer

STEINBERGER, Carl Oswald  
60 Oaklands Avenue, Lawson  
Builder

DRIELSMA, Arnold Noel  
18 Ridge Street, Lawson  
Poultry Farmer

KEATING, Neil  
3 Winbourne Road, Hazelbrook  
Teacher

MORRISON, Ernest Harry  
21 Armstrong Street, Wentworth Falls  
Retired Company Representative

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names Addresses and Descriptions of Subscribers

J H Fenney, Engineer  
21 San Jose Avenue, Lawson

W D Gardner, Retired Engineer  
45 Wilson Street, Lawson

E H Connolly, Retired Accountant  
5 Henry Street, Lawson

H D Price, Storeman  
24 Wilson Street, Lawson

J J Smith, Retired  
35 Oaklands Road, Hazelbrook

George L Marshall, Retired Engineer  
29 Badgerys Crescent, Lawson

R J Madden, Overseer  
23 Honour Avenue, Lawson

C O Steinberger, Builder  
60 Oaklands Street, Hazelbrook

A N Drielsma, Poultry Farmer  
18 Ridge Street, Lawson

Neil Keating, Teacher  
3 Winbourne Road, Hazelbrook

E H Morrison, Retired Company Representative  
21 Armstrong Street, Wentworth Falls

Witness to Signatures

C Thomas J. P.  
12 Adelaide Street, Lawson

DATED this eighth day of May 1972

**DEFINITIONS AND INTERPRETATION**

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



“Act” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

“Annual General Meeting” means the Annual General Meeting held each year as required by the Corporations Act and this Constitution.

“Annual report” means the annual Financial Report, Directors’ Report, and Auditor’s Report, accompanied by such statements that are required under the Corporations Act and Registered Clubs Act to be attached thereto, and shall, if a Concise Report is produced, include the option of a Concise Report, and shall include such other options to report as provided for by the Registered Clubs Act, as the case may be.

“Annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid as either an annual subscription or otherwise.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & Gaming Authority.

“Board” means the Directors of the Club.

“By-laws” means the By-laws of the Club for the time being in force.

“Close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a).  
[Note: “De facto partner” is defined in the *Interpretation Act 1987*]

“Club” means Lawson Bowling Club Limited.

“Club licence” means a club licence granted under the Liquor Act.

“Constitution” means and includes the Memorandum of Association and Articles of Association in accordance with the Act.

“contract” includes commercial arrangements.

“Core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the

members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“Financial Member”, and the term “Financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

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

“Gaming Machines Act” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons who have been approved by the Authority and appointed to manage the licensed Club premises in accordance with the Liquor Act.

“Member” means a person who is a Full Member, a Provisional Member, an Honorary Member or a Temporary Member of the Club.

“Month” means calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“Notice board” means the Board or Boards provided in the Club premises on which notices for the information of Members are posted.

“Office of the Club” means the Registered Office for the time being of the Club.

“Officer” means an officer as defined in the Corporations Act.

“Ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of Members.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“Responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“Special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such Members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, or video-based equipment, or other suitable electronic means of communication.

“Top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

Words importing the singular number include the plural and vice versa.

Words importing any gender include every other gender.

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.

This Constitution and the Memorandum of Association of the Club shall for the purposes of the Registered Clubs Act and for all purposes be deemed to be the rules of the Club.

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 clauses in this Constitution nor limit or govern the constructions of this Constitution.

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.

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.

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.

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.

### **PRELIMINARY**

10. The Club is established for the purposes set out in the Memorandum of Association.
11. (a) The Club shall be a non-proprietary Club.
  - (b) Subject to the provisions of Section 10(6) of the Registered Clubs Act, a Member of the Club, whether or not that person is a Member of the governing body or of any committee of the Club, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full Member (as defined in the Registered Clubs Act) of the Club unless the benefit is not in the form of money, cheque or promissory note and is the subject of a current authorisation given by a general meeting of the Members prior to the benefit being provided.
  - (c) 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.

- (d) The secretary or manager, or any employee, or a Member of the Board or of any committee, of the club is not entitled to receive, either 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, or the keeping or operation of approved gaming machines in the Club.
12. (a) An employee of the Club shall not vote at any Meeting of the Club or of the Board or at any election of the Board or hold office as a Member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the Members of the Club.
- (c) 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.
13. (a) 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.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) The Club shall observe the liquor harm minimisation requirements of the Registered Clubs 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).
- 13A. *(Deleted)*
- 13B. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; 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,

notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

### **MEMBERSHIP**

14. 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 members of the Club.
15. The Members of the Club shall consist of the following:
  - (a) All persons who at the 22nd Day of August 2004 were Members of the Club; and
  - (b) Such other persons as the Board shall admit to Membership in accordance with this Constitution.
16. The Membership of the Club shall be divided into the following categories:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Provisional Members (d) Honorary Members
  - (e) Temporary Members
17. Ordinary Membership of the Club shall consist of the following classes:
  - (a) Bowling Member
  - (b) Social Member
  - (c) Junior Member
  - (d) Multi Membership Member
18. (a) "Bowling Member" shall mean a person who having been elected a Bowling Member shall have paid the entrance fee (if any) and the applicable annual subscription. A Bowling Member shall be entitled to all the privileges and advantages of the Club including the privilege of voting at general meetings of the Club PROVIDED THAT a Bowling Member shall not be entitled to the privilege of playing lawn bowls on the greens of the Club or of representing the Club or any section of the Club in the game of lawn bowls unless that person has been admitted as a Member of the men's bowling section or the women's bowling section of the Club, as the case may be.
  - (b) "Social Member" shall mean a person who having been elected a Social Member shall pay the entrance fee (if any) and the applicable annual subscription. A Social Member shall be entitled to the social privileges and advantages of the Club. A Social Member who has been a Member of the Club for a continuous period of at least ten [10] years at the commencement of a financial year shall, as from the commencement of that financial year, be entitled to vote on all motions at general meetings of the Club. All other Social Members shall not be entitled to vote at general meetings of the Club.

- (c) “Junior Members” shall be persons under the age of eighteen [18] years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
  - (d) “Multi Membership Member” shall mean a Bowling Member of another registered Bowling Club (the Parent Club) and who having nominated that Club as the “Parent Club” and having made application to the Men's Royal (NSW) Bowling Association Inc. or the (NSW) Women's Bowling Association Inc. (“the Association”) to become a Bowling Member of any other nominated Bowling Club including this Club and such Application having been accepted by the Association may upon payment of the applicable annual subscription to this Club be admitted as a Bowling Member of the Club and shall be entitled to all privileges and advantages of a Bowling Member provided that a Multi Membership Member” shall not be entitled to vote at general meetings of the Club and shall not be entitled to the privilege of playing Championship and Pennant events at the Club. The privilege to vote at general meetings and to Play Championship and Pennant Events shall be restricted to the Membership of the Parent Club.
19. (a) “Life Member” shall mean any Member who, in consideration of long or meritorious service to the Club or for any other commendable reason, is elected at any general meeting by a majority of the Members who being present and entitled to vote do so vote, as a Life Member of the Club, provided that such nomination is made in writing by two [2] Bowling or Life Members and notice thereof has been given with the notice convening the Meeting and provided further that the Board has approved such nomination.
- (b) A Life Member shall be entitled to all the rights, privileges, and advantages to which a Bowling Member is entitled under this Constitution.
  - (c) A Life Member shall not be obliged to pay any annual subscriptions.
  - (d) The total number of Life Members shall not exceed five [5] at any one time.
20. (a) “Provisional Member” means a person who has applied for admission as a Full Member of the Club, has paid the annual subscription appropriate for the class of Membership applied for, and is awaiting a decision on the application.
- (b) Unless the Board otherwise determines, a Provisional Member shall be entitled to the privileges and advantages of the Club to which a Member of the class applied for would be entitled PROVIDED THAT a Provisional Member shall not be entitled to attend or vote at general meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
  - (c) A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for Membership.

21. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person over the age of eighteen [18] years who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion.
- (b) An Honorary Member shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club. An Honorary Member shall have such other rights and privileges as shall be determined by the Board.
- (c) The period of Honorary Membership shall be as determined by the Board.
22. (a) "Temporary Member" shall mean a person over the age of eighteen [18] years who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five [5] kilometres from the registered Club;
- (ii) A person who is a member of another registered club with similar objects to those of this Club;
- (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
- (iv) An interstate or overseas visitor.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Members register when entering the Club premises for the first time. 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.
- (d) Temporary Members shall not be required to pay an entrance fee or annual subscription.
- (e) Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.



- (f) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.
- 23. No person who is under suspension or who has been expelled from membership of the Club shall be admitted as a Temporary Member or be signed in as a guest of a member.

### **PATRONS**

- 24. Patrons may be appointed from time to time by the Members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such Membership. Patrons will cease to be patrons upon expiration of the period of appointment and may, prior to that time, be removed by the Members in general meeting.

### **ADMISSION OF MEMBERS**

- 25. (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. 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) The application for Ordinary Membership may (and shall, if, required under By-law), be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- (c) The application for Ordinary Membership and, if applicable, the amount of the entrance fee (if any) and the applicable annual subscription, shall be lodged with the Secretary PROVIDED THAT the Secretary may in his or her discretion (and will, if so, directed by the Board) refuse to accept payment of the entrance fee (if any) and the applicable annual subscription with the application in any case without giving any reason for such refusal. Particulars of the nomination for Ordinary Membership shall be posted on the notice board and shall remain posted for at least seven [7] days prior to the date of the Meeting of the Board at which time the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of the application and the date of election of any candidate.

- (e) The election of Ordinary Members shall be by the Board at a Meeting or Meetings duly convened. The Secretary of the Club shall keep a record of the names of the Members of the Board present and voting at such Meeting and the names of the Members elected.
  - (f) The Board may refuse any application for Membership without assigning any reason for such refusal. The secretary shall return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.
  - (g) The Board shall have power to make By-laws regulating all matters in connection with the election of a Member not otherwise provided by this Constitution.
26. (a) Upon the election to membership and payment in full of the subscription and other fees and charges, the nominee shall become a member of the Club and shall be bound by the Constitution and By-laws of the Club.
- (b) Every person elected to Membership shall be required to pay within one [1] month of the date of notice of election any unpaid fees and/or annual subscription specified in the account rendered to that person with the notice of election failing which payment the election shall be null and void.

#### **TRANSFER OF MEMBERSHIP**

27. (a) Subject to this Constitution, the Board may on the written application of any Ordinary Member (subject to payment by the Member of any additional annual subscription or other fees) transfer that Member from any class of Ordinary Membership to another class of Ordinary Membership. Any Member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by the Member for the then current financial year.
- (b) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board without the need for application from Junior Member to Bowling Member subject to payment (if any) by the Member of an additional annual subscription and/or other fees.

#### **CESSATION OF MEMBERSHIP**

28. A Member may at any time by giving notice in writing to the Secretary resign from Membership of the Club but such Member shall continue to be liable for any monies due to the Club at the date of his resignation.
29. (a) If a Member shall wilfully infringe any part of this Constitution or the By-laws or  
be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall

render that Member unfit for Membership the Board shall have the power by resolution to reprimand, fine, suspend from the exercise of all or any of the privileges of Membership for such period as it considers fit, accept the resignation of, or expel such Member PROVIDED THAT:

- (i) At least seven [7] days before the meeting at which any resolution is passed the Member concerned shall have been notified in writing by certified post sent to the Member's registered address of the intention of the Board to consider the matter (which notice shall include short particulars of the charge against the Member and shall also include short details of the range of potential penalties if the Member is found guilty) and requested to be present at the meeting.
  - (ii) Any member notified, or any member proposed to be notified, in accordance with sub-paragraph (i) of this Rule may be immediately suspended from all privileges of the Club until such time as the meeting is held.
  - (iii) At the meeting the Member shall, before any such resolution is moved, have had an opportunity of presenting in writing or orally any explanation or defence that the Member may think fit PROVIDED THAT if the Member fails to attend at the time and place specified the matter may be heard and dealt with and the Board may decide on the evidence before it, the Member's absence notwithstanding.
  - (iv) If the Member attends the meeting and is found guilty, the Member shall, before any such resolution is moved, have had an opportunity to address the Board on the penalty to be imposed.
  - (v) The meeting shall be held at the next Board meeting of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
  - (vi) Any resolution under this Clause shall be by secret ballot and passed by not less than two-thirds of the Members of the Board present at such meeting.
  - (vii) The Member shall have been notified of the decision of the Board in writing by certified post sent to his registered address.
- (b) Any resolution of the Board pursuant to paragraph (a) shall be final and need not state the grounds, facts or opinions upon which it is based.
  - (c) No Member dealt with in accordance with this Clause shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any Member thereof by reason of such reprimand, fine, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.
  - (d) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.

30. Every person ceasing to be a member of the Club whether by resignation, expulsion or death neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a Member of the Club but shall remain liable for any monies due or payable under the Memorandum of Association.

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

- 30A. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a Member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.
- (c) If pursuant to this Rule a person (including a Member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d) (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
- (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e) (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome, or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
- (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome, or disorderly, must not, without reasonable excuse

remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

- (f) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

#### **ADDRESS OF MEMBERS**

- 31. Every person shall on becoming a member furnish to the Secretary particulars of the members' address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address within the said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

#### **REGISTERS OF MEMBERS AND GUESTS**

- 32. (a) The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
  - (i) Full Member Register. 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.
  - (ii) 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.

- (iii) 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
  - (iv) 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 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.
- (b) 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.

### **GUESTS**

33. (a) All members excluding Temporary Members, Honorary Members, and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen [18] years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) 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.
  - (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
  - (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
  - (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club.
  - (f) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.

- (g) Members introducing persons under the age of eighteen [18] years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

### **VOTES OF MEMBERS**

34. (a) Only the following Members shall be entitled to vote at any general meetings of the Club:
- (i) Bowling Members
  - (ii) Life Members
  - (iii) Social Members of at least ten [10] years standing, as provided in Rule 18(b).
- (b) Every Member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall 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 of the Club.
- (d) 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.
35. (a) No Member shall be entitled to attend or vote at any general meetings or election of the Club unless that Member has paid the annual subscription and all other monies to the Club at the time of such meeting or election.
- (b) A Member who is under suspension shall not be entitled to attend or vote at any general meetings or election of the Club.

### **SUBSCRIPTIONS AND ENTRANCE FEE**

36. The annual subscription payable by each class of Ordinary Members shall be such amount as shall be determined by the Board from time to time or such other minimum subscription provided from time to time by the Registered Clubs Act.
37. (a) The annual subscriptions shall fall due on the first day of July in each year and shall be paid annually in advance or for a period of three (3) years or five (5) years in advance or for such other period in advance as may be provided by the Board from time to time.
- (b) If such subscription shall be unpaid on the due day the defaulting Member may be debarred or suspended from all privileges of Membership and the Member may be disqualified from all Club competitions in which the Member may be participating.

- (c) 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.
38. 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 payment of any entrance fee.
39. All newly elected Ordinary Members shall be liable for the then current year's subscriptions 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. Further, the Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to any amount in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee or other fees chargeable to any Member under any special circumstances that may arise.
40. 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 of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee or other fees chargeable to any Member under any special circumstances that may arise.

#### **BOARD OF DIRECTORS (APPOINTMENT, REMOVAL AND REMUNERATION)**

40. The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of nine [9] Directors who shall comprise a Chairperson, two [2] Deputy Chairpersons, a Treasurer and five [5] other Directors.
41. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to this Constitution, and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the Members entitled to attend and vote at Meetings of the Club pursuant to this Constitution.
42. Only Bowling Members, Life Members and not more than three (3) 10-year Social Members shall be entitled to be elected or appointed to the Board
43. (a) A Member currently under suspension by the Board in accordance with this Constitution shall not be eligible to be nominated, elected, or appointed to the Board.
- (b) A Member of the Club who is also an employee of the Club shall not be eligible to be nominated, elected, or appointed to the Board.
- (c) Each member of the Board shall fulfil the education of directors' standard as required by the Registered Clubs Act.



- (d) A Member shall not be entitled to be nominated, elected, or appointed to the Board unless that Member shall have paid all entrance fees, annual subscriptions, and other monies due to the Club at the time of such nomination, election or appointment.
- 44.
- (a) Nominations for election of a Director shall be made in writing and signed by two [2] Bowling Members, Life Members and/or 10-year Social Members and by the nominee who shall signify his or her consent to the nomination.
  - (b) The nomination shall specify the position on the Board for which the nominee is nominated.
  - (c) Any eligible Member may be nominated for more than one [1] position on the Board but shall only be entitled to hold one [1] such position and the order of seniority of positions on the Board shall be the order appearing in Clause 40.
  - (d) Nominations shall cease twenty-eight [28] days prior to the date of the Annual General Meeting.
45. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the notice Board.
- 45A. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two [2] scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- 45B. 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.
46. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed therein, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of

that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

- (b) If, after the closing of nominations one [1] or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position, then ,notwithstanding the provisions of paragraph (a), further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.
- (c) The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws or this Constitution so provide, a ballot for election of Directors may be conducted at the Club's premises during the specified period immediately preceding the date of the Annual General Meeting or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.
- (d) If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible Full Member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.
- (e) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by this Constitution.

47. The Office held by a Director of the Club shall be immediately deemed vacated:

- (a) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
- (b) If he becomes insolvent, under administration or is convicted of a felony or misdemeanour or indictment as provided by the Act.
- (c) If he 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.
- (d) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.
- (e) If he is absent from meetings of the Board for a continuous period of three [3] calendar months without leave of absence from the Board.
- (f) If the members at a general meeting pass a resolution of which due notice has been given to remove him from office.
- (g) If by notice in writing given to the Secretary, he resigns his office.
- (h) If he ceases to be a member of the Club.

- (i) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.
  - (j) If he holds an office of profit or becomes an employee of the Club.
  - (k) If he dies.
48. The Board may at any time appoint any eligible Full Member or 10 year Social Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
49. (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.
50. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

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

51. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of Members in respect of the Club except insofar as is otherwise expressly provided by this Constitution, the Act or the Registered Clubs Act. In particular but without limiting the Generality of the foregoing the Board shall have power from time to time:
- (a) To appoint from among its Members or Members of the Club, committees for any purpose whatsoever from time to time it may think desirable and to

delegate any such committee or to any committee elected by the Members or a section of the Members (including, without limiting the Generality of the foregoing, a committee elected for the purposes of organising and supervising the playing of the game of bowls by male and/or female Members) such powers as it may think fit and to revoke or alter any such appointment or minutes of the Directors appointing a committee or, in the case of a committee elected by the Members or a section of the Members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the Members of such committee.

- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, representatives, agents and servants or other such employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) 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.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to 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.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (h) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realize such investments.
- (i) 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 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 denture stock perpetual or otherwise and either charged upon all or any of the Club's Property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's Property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (j) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (k) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary Members who may be admitted to the Club.
  - (L) Subject to the Registered Clubs Act, to impose any restrictions or limitations on the rights and privileges of Members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of Members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or in connection with the Club.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
- (o) To pay out of pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by a Member of the Club or by the Secretary or any other employee, in the course of carrying out his or her duties in relation to the Club.
- (p) From time to time to make, alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
  - (i) Such matters as it is specifically by this Constitution empowered to do.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) Subject to any then current delegation to a section of the Club, the management and control of play and dress on the greens and other sporting areas.
  - (v) The upkeep and control of the greens and other sporting areas.

- (vi) Subject to any then delegation to a section of the Club, the control and management of all competitions.
  - (vii) The conduct of Members and guests of Members.
  - (viii) The relationship between the Members and Club servants.
  - (ix) Generally, all such matters as are commonly the subject matter of Club rules or By-laws or which by the Memorandum of Association, the Constitution, the Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
52. Any By-law made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the notice board.

### **BOARD OF DIRECTORS (PROCEEDINGS)**

53. The Board shall meet at least once in every month for the transaction of business. The names of all Members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be a majority of the Members of the Board.
54. The Chairperson may at any time, and the secretary shall on the requisition of not less than four (4) Directors, convene a Meeting of the Board.
55. Subject to this Constitution, 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.
56. The Chairperson of the Board shall if present preside at all Meetings of the Board. In the Chairperson's absence, or if the Chairperson shall be unwilling to act a Deputy Chairperson shall preside and in the event of the Chairperson and both Deputy Chairpersons being absent or unwilling to act, the meeting shall elect a Member of the Board to be chairperson of the meeting. The chairperson of such meeting shall in the case of an equality of votes have a casting vote in addition to his deliberative vote.
57. In the event of a vacancy or vacancies in the office of a director or offices or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, 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 but for no other purpose.
58. (a) 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 by a Director or 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.

- (b) For the purposes of paragraph (a), two [2] 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 [1] document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
  - (c) A reference in paragraph (a) 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.
59. All acts done by any meetings of the Board or by any person acting as a director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a director, or to act as a director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.
- 59A. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.

## **GOVERNANCE**

60. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
- 60A. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
- 60B. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling

Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.

- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Sub-Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Subparagraph applies.
- (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
- (f) Before entering a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Sub-Paragraphs (a) and (b) are not contravened.
- (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Sub-Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.

60C. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.

- 60D. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen [14] days after acquiring the interest.



- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen [14] days after the election or appointment.
- 60E. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.
- 60F. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
  - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
- 60G. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club under the Registered Clubs Act.
61. *Deleted*
62. *Deleted*

### **MEETINGS OF MEMBERS**

63. 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.
64. (a) 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 percent [5%] of the members entitled to vote at meetings or one hundred [100] members entitled to vote at meetings of the Club, whichever is less, 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).
- (b) 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.

- (c) 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.
  - (d) 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.
  - (e) 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 most 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.
  - (f) 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.
  - (g) 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.
  - (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
  - (i) 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.
65. Every notice convening a general meeting (including the Annual General Meeting) shall be in writing, placing a notice in the premises of Lawson Bowling Club Ltd, electronic, social media, email or any other form as determined by the Board of Lawson Bowling Club Ltd. The Notice shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution, the Act or the Registered Clubs Act and shall be given to every Member entitled to attend and vote at the meeting.
66. 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.
67. The period of notice in respect of all general meetings of the Club (including the Annual General Meeting) shall be at least twenty-one [21] clear days before the date fixed for such meeting.
68. 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.

69. 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] Bowling Members, Life Member and/or 10 year Social Member shall constitute a quorum at such meeting.
70. If a quorum is not present within half an hour from the time appointed for the Meeting:
- (a) where the meeting was convened upon the requisition of Members - the meeting shall be dissolved; or
  - (b) in any other case:
    - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place, and
    - (ii) 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.
71. (a) The business of the Annual General Meeting shall be as follows:
- (i) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held.
  - (ii) To receive and consider the reports of the Board.
  - (iii) 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 (if required).
  - (iv) To elect the Directors to hold office in accordance with this Constitution or, in the event of the election held prior to the Annual General Meeting, to declare the result of the election of Directors and, if necessary, to elect further Directors.
  - (v) To approve honoraria (if any).
  - (vi) To deal with any business of which due notice has been given; and
  - (vii) To permit discussion of the affairs of the Club, being matters of which written notice has been given to the Secretary not less than twenty-four [24] hours before commencement of the Meeting.
- (b) Before closing any general meeting, the Chairperson shall allow discussion of the affairs of the Club as general discussion, being matters of which written notice has been given to the Secretary at least twenty-four [24] hours prior to the commencement of the meeting. Such discussion shall be

directed through the Chairperson. During such discussion members may make suggestions for later consideration by the Board and such suggestions will be recorded in the minutes of the meeting and members shall be advised by notice posted on the noticeboard whether or not the suggestions have been adopted PROVIDED THAT the Board shall decline to consider and suggestions made at the meeting relation to a matter which, in the opinion of the Chairperson, ought to have been the subject of notice under Rule 72.

- (c) The Chairman 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.
- (d) (i) 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.
  - (ii) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman 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.

72. (a) (i) 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.

(ii) 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.

- (b) 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).

73. The Chairperson shall preside at all general meetings of the Club. In the Chairperson's absence, or if the Chairperson shall be unwilling to act, a Deputy Chairperson shall preside and in the event of the Chairperson and both Deputy Chairpersons being absent or unwilling to act, the Members of the Board present shall elect a Director to be Chairperson of the meeting. In the event of no Director being present at the meeting the Members present and entitled to vote shall elect a chairperson of the meeting.
74. (a) Every question or motion submitted to a general Meeting of the Club shall be decided by a show of hands unless either before or forthwith upon a declaration of the result of the show of hands, a poll is demanded by the chairperson or by at least five [5] Members present and entitled to vote. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which the chairperson is entitled as a Member.
- (b) 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.
75. At any general meeting unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
76. 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 and either at once or after an interval or 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. The 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.
77. 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

78. (a) When a Meeting is adjourned for thirty [30] days or more, notice of the adjourned Meeting shall be given as in the case of an original meeting.
- (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
79. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on question of adjournment shall be taken at the meeting forthwith.

### **MINUTES**

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

### **FINANCIAL YEAR**

81. 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 financial year.

### **ACCOUNTS AND AUDIT**

82. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian accounting standards.
83. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the Members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the Members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any Member of the Club on a request in writing by the Member.
84. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
85. (a) In accordance with the Act, the Board shall present to Members in general meeting once in every year a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' Report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience, and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
- (ii) for each class of membership, the amount which a Member of that class is liable to contribute if the company is wound up; and the total amount that Members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

### **ANNUAL REPORT**

- 85A. (a) The annual report shall be available to members at least twenty-one [21] clear days before the date of the general meeting at which the annual report is to be presented and further provided that such date of availability shall be no later than four [4] months after the end of the financial year.

- (b) The Club may provide the annual report by doing the following:
    - (i) sending a hard copy of the annual report to each member who has made the election to receive the annual report as a hard copy; or
    - (ii) sending an electronic copy of the annual report to each member who has elected to receive the annual report as an electronic copy;
    - (iii) making a copy of the annual report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the annual report that the annual report is accessible on the web site, and specifying the direct address of the web site where the annual report may be accessed.
  - (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
    - (i) the member may elect to receive, free of charge, a copy of the annual report; and
    - (ii) if the member does not so elect, the member may access the annual report, on a specified web site; and
    - (iii) if the member does so elect and the Club offers to send the annual report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
  - (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
  - (e) An election to receive or to not receive the annual report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.
- 85B. The Club shall within one [1] month after the Annual General Meeting lodge with the Liquor Administration Board a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and the Auditor's Report on the financial report).

### **AUDITORS**

86. (a) In accordance with the provisions of the Act and if circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an Auditor is required and that an Annual Review shall be conducted in accordance with the Act.
- (b) In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:



- (i) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
- (ii) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to Members at the same general meeting.
- (iii) At least two (2) months' notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
- (iv) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
- (v) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to Members entitled to vote and to the Auditor nominated.
- (vi) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of Members attending in person and entitled to vote.
- (vii) If an Auditor is not appointed by the Members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.

86A. The Auditor's duties shall be regulated in accordance with the provisions of the Act.

86B. (a) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive.

(b) The Auditor may appoint a representative to attend a meeting.

### **SECRETARY**

87. (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 Board may determine the experience, skills, competence, training and other qualifications required for the Secretary of the Club.

- (c) 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 Clubs 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.

### **EXECUTION OF DOCUMENTS**

- 88. (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**

- 89. Any notice in writing may be given by the Club to a member either:
  - (a) personally;
  - (b) by sending it by post to the address for the member in the Register of Members; or
  - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
- 89A. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.

- 89B. (a) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing prepaying and posting the notice and shall be deemed to have been affected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 89C. If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

#### **INSPECTION OF RECORDS**

90. 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 in general meeting.

#### **INDEMNITY**

91. Every officer, auditor or agent and every Member of any committee or sub-committee constituted under this Constitution and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by that person as such officer, auditor or agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to that person.

#### **BOWLS AND OTHER SPORTS SECTIONS OF THE CLUB**

92. (a) Subject to reasonable conditions as the Board may determine, the Board shall permit the Members of the Club to form sections within the Club for the purpose of organising and supervising the playing of the game of lawn bowls and of other sports by Members of the Club.
- (b) The sections of the Club referred to in paragraph (a) shall include the following:
- (i) the men's bowls section known or to be known as "Lawson Men's Bowling Club";

- (ii) the women's bowls section known or to be known as "Lawson Women's Bowling Club".
  - (c) Each section of the Club as referred to in this Clause 92 shall, subject to the approval of the Board (which approval shall not be unreasonably withheld) continue with the adoption of or adopt a constitution which includes or shall include such provisions relating to the activities of the section as the Board may reasonably require including, without limitations, provisions requiring the section to provide regular reports and financial information to the Board.
93. The Club shall keep and maintain in first class condition such number of bowling greens as may be required from time to time to meet the reasonable requirements of the men's bowling section and the women's bowling section including, without limitation, the engagement by the Club of the services of a qualified greenkeeper for that purpose.

### **CONSTITUTION**

94. 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.
95. (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.
96. (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 Director of Liquor and Gaming, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
97. 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.

Prepared by

**Small Block Club Services**

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