



Tweed Heads Bowls Club Limited

ABN 85 001 055 901

CONSTITUTION

Adopted: 17 November 2024

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

CONSTITUTION OF TWEED HEADS BOWLS CLUB LIMITED

ABN 85 001 055 901

1 NAME

The name of the company is "Tweed Heads Bowls Club Limited".

2 DEFINITIONS

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

"Act" means the Corporations Act 2001 and its associated regulations (as amended from time to time).

"Annual General Meeting" means the General Meeting held each year as required by the Act and these Rules.

"Association" means Bowls Queensland, or such Association as ruled by Bowls Australia.

"Board" means the members for the time being of the Board of Directors as constituted in accordance with this Constitution.

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

"Club" means the Tweed Heads Bowls Club Limited.

"financial member" means a member who has paid all fees, subscriptions and any other payments owing to the Club by the relevant due date(s).

"Formal Club Competitions" means competitions where affiliation with Bowls Australia is required.

"Full member" means a person who is an Ordinary member or a Life member of the Club.

"Gaming Machines Act" means the Gaming Machines Act 2001 and its associated regulations (as amended from time to time).

"General Meeting" refers to the Annual General Meeting held each year as required by the Act as well as any General Meetings that may be held as required throughout the year pursuant to the Act or these Rules.

"Liquor Act" means the Liquor Act 2007 and its associated regulations (as amended from time to time).

"Liquor or Gaming Policy" means any determination or policy made by the Club for the purpose of implementing and/or enforcing gaming or liquor harm minimisation".

"Month" means calendar month.

"Notice board" means the board or boards provided in a conspicuous place in the Club's premises on which notices for the information of members are posted.

"Ordinary member" means the classes of membership as set out in Rule 11(b) herein.

"Registered Clubs Act" means the Registered Clubs Act 1976 and its associated regulations (as amended from time to time).

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

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

Words importing the masculine gender also include the feminine gender and vice versa.

A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment and any subordinate legislation or regulations issued under that legislation or legislative provision.

3 INTERPRETATION

A decision of the Board on the construction or interpretation of this Constitution, or on any Bylaws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

4 REPLACEABLE RULES

The "replaceable rules" contained in the Act are hereby excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.

5 OBJECTS

The objects for which the Club is established are:

- (a) To purchase, lease or otherwise acquire and hold any other freehold or leasehold property or any rights or privileges which the Club may think necessary or convenient for its purposes subject to this Constitution and the provisions of the Act;
 - (b) To promote and encourage the game of bowls and such other sports, games, amusements, entertainments and recreations as the Club may deem expedient;
 - (c) To construct and maintain such bowling greens, courts and grounds as the Club may determine and to construct, furnish and maintain Club Houses, pavilions and other buildings in connection therewith containing such accommodation and conveniences as the Club may from time to time determine;
 - (d) To lease grounds, Club Houses and premises or any part of parts thereof or any rights or privileges in connection therewith to any person or persons, company or companies or body or bodies of persons or individuals upon such terms and conditions as the Club may determine, subject to this Constitution and the Registered Clubs Act;
 - (e) To establish, conduct and carry out any sports, tournaments or amusements or to cooperate with any company or companies, person or body or bodies of persons or individuals upon such terms and conditions generally as the Club may determine;
 - (f) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid, to persons using or to visitors to the Club House and premises;
 - (g) Subject to the requirements of the Liquor Act and Registered Clubs Act, to sell the property and undertaking of the Club or any part thereof to any company or companies, person, body or bodies of persons or individuals for such consideration as the Club may think fit and in particular for cash and fully paid-up shares or cash or fully paid-up shares or partly paid-up shares or partly paid-up or contributing shares or debentures or other securities of any other company having objects altogether or in part, similar to or dissimilar to those of the Club subject to this Constitution and the Registered Clubs Act;
 - (h) To borrow or raise money in such manner as the Club may think fit and in particular by the issue of debentures, debenture stock, perpetual or otherwise, charged upon all or any of the Club's property both present and future or by calls upon the members or by bank overdraft, mortgage bill of sale or otherwise;
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- (i) To accumulate a reserve fund out of the income or otherwise for the purpose of the Club and to appropriate the same or any part thereof or any of the Club's assets to specific purposes;
 - (j) To enter into partnership or into any arrangements for the union of interest, cooperation, reciprocal concession or otherwise with any company, association or club, whether incorporated or not, carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Club, and to lend money to guarantee the contracts of or otherwise assist any such company, association or club and to sell, reissue with or without guarantee or otherwise dispose of the same;
 - (k) To amalgamate with any other company, association or club having objects altogether or in part similar to the Club;
 - (l) If thought fit to obtain any Act of Parliament extending or restricting the power of the Club or otherwise altering this Constitution or dissolving the Club and reincorporating its members as a new club for such purposes and with such powers as may be determined on;
 - (m) To do all things which are incidentally conducive to any of these objects;
 - (n) To provide for members and members' guests a sporting and social club with all the usual facilities of a club and which may include residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities;
 - (o) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them;
 - (p) Subject to the requirements of the Liquor Act and the Registered Clubs Act, to give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof;
 - (q) To invest and deal with any money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments;
 - (r) To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
 - (s) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club;
 - (t) To hold club licences, gaming machine entitlements and any other rights, entitlements, permits, authorities and licences which are appropriate for the operation of a registered club;
 - (u) To take or reject any gift of property or goods or money, whether subject to any special trust or not;
 - (v) To erect, maintain, improve or alter any building or buildings for the purpose of the Club;
 - (w) To render aid either financial or by other means to persons in necessitous circumstances in the State of New South Wales or elsewhere;
 - (x) 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 security over the whole or any part of the real and personal property present or future of the Club;
 - (y) To establish, support, or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose
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and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object;

- (z) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them;
- (ab) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.

6 NO BENEFIT TO INDIVIDUAL MEMBERS

The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the Club. Provided that nothing herein shall prevent the payment in good faith of interest to any such member in respect of money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board or of any committee shall be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration shall be given by the Club to any member of the Board or of any committee; except that nothing herein shall be construed so as to prevent the payment of any honorarium to any such member in respect of any or all honorary services rendered or the repayment to any such member of out-of-pocket expenses or payment of interest on money lent or hire of goods or rent for premises demised to the Club. An honorarium may be paid in advance or in arrears of the honorary services being provided by the Director, provided that before any honorarium is paid to any member of the Board or of any committee, it shall be submitted for approval at an Annual General Meeting. Provided further that a proposal to pay an honorarium may only be submitted to the Annual General Meeting immediately preceding or immediately following the services being given.

7 WINDING UP

The liability of the members of the Club is limited.

8 MEMBERS GUARANTEE

Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two dollars (\$2.00).

9 APPLICATION OF PROPERTY ON WINDING UP

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Club but shall be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to those of the Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Club under or by virtue of this Constitution hereof; such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10 CLASSES OF MEMBERSHIP**(a) Admittance**

A person shall not be admitted to membership of the Club except as an Ordinary member, Provisional member, Life member, Honorary member or Temporary member.

(b) Ordinary Members

The Ordinary membership of the Club shall consist of the following classes:

- Bowling A members
- Bowling B members
- Associate members
- Social members
- Junior Bowling members
- Life Members

(c) Ordinary Members

The Ordinary members of the Club entitled to vote at the election of the Board shall at all times comprise a majority of the Ordinary members of the Club.

(d) Eligibility/Rights and Privileges

The requirements for eligibility of persons for election to the following classes of members and the rights and privileges of each class of membership shall be:

(i) Bowling A Member

Bowling A Member means any person who has attained the age of 18 years and who has made application for Bowling A membership of the Club, and whose application is approved by the Board.

The Board shall consider applications for membership in accordance with the requirements of the Registered Clubs Act.

Bowling A members shall be entitled to hold office on the Board, to nominate a Bowling member for election to the Board and shall be entitled to attend and participate in and vote at any General Meeting of the Club.

Such members shall be entitled to all the privileges of the Club including the playing of bowls on all the Club's greens and such other rights and privileges as may from time to time be determined by the Board.

(ii) Bowling B Member

Bowling B member means any Bowling A member whose transfer to this category has been approved by the Board.

Bowling B members shall be entitled to hold office on the Board, to nominate a Bowling member for election to the Board and shall be entitled to attend and participate in and vote at any General Meeting of the Club.

Bowling B members shall be entitled to such other rights and privileges as may from time to time be determined by the Board.

Bowling B members shall be entitled to use of the Club's greens, but shall be ineligible for Formal Club Competitions, unless they are affiliated bowls members of another club.

(iii) Associate Members

Associate Members means any persons who have attained the age of eighteen (18) years, who were admitted to this category of membership prior to 14 April 2002 and are the spouses, widows, widowers of, or in a de facto relationship with, a Bowling A or Bowling B member. Associate members shall only be entitled to attend the Annual General Meeting and vote only upon the election of the Board but shall not be entitled to hold office on the Board or nominate or second any other member for election to the Board or to attend any other General Meeting of the Club.

Associate members shall be entitled to such rights and privileges as may from time to time be determined by the Board provided that they shall not be entitled to play bowls on the Club's outdoor greens unless the Associate member is a financial member of an affiliated bowling club in which case the Associate member shall be classed as a visitor on the occasion of playing on the outdoor greens and will be required to pay all appropriate fees and charges.

(iv) Social Member

Social member means any person who have attained the age of 18 years and who has made application for social membership of the Club and whose application is approved by the Board.

Social members shall be entitled to attend the Annual General Meetings and vote only upon the election of the Board but shall not be entitled to hold office on the Board or nominate or second any other member for election to the Board or vote on a Special Resolution to amend the Constitution. Social members may not attend any other General Meeting of the Club, unless the General Meeting includes the election, proposed dismissal of a Board member, or any other matter which legislation states that all members are entitled to attend the General Meeting.

Social members shall be entitled to such other rights and privileges as may from time to time be determined by the Board.

Social members shall be entitled to use of the Club's greens during supervised events, but shall be ineligible for Formal Club competitions, unless they are affiliated bowls members of another club.

(v) Junior Bowling Member

Junior Bowling member means any person who is less than 18 years of age and who has made application for membership as a Junior Bowling member of the Club.

Junior Bowling members shall not be entitled to introduce guests into the Club, hold office on the Board or attend, participate in or vote at any General Meetings of the Club. They are prohibited from consuming any alcoholic beverage or using gaming facilities or entering restricted areas on the Club's premises.

Junior Bowling members shall be entitled to the playing of bowls on all the Club's greens and such other rights and privileges as may from time to time be determined by the Board.

A Junior Bowling member upon attaining the age of 18 years may become a Bowling A member by making application to the Board in writing, and if the Board approves the application that member will be transferred to Bowling A membership provided that the member pays the additional subscription applicable for Bowling A membership.

(e) Honorary Members

- (i) Any person of distinction in the local community or any prominent citizen visiting the Club for some special occasion may at the discretion of the Board be made an Honorary member of the Club.

- (ii) An Honorary member who is not a full member of the Club (as defined in the Registered Clubs Act) shall be entitled only to the social privileges and benefits provided by the Club, introduce guests into the Club and to play bowls or participate in such other games, recreations and pastimes as determined by or on the invitation of the Board from time to time. However, Honorary members who are not full members of the Club (as defined in the Registered Clubs Act) shall not be entitled to attend or vote at any General Meeting, hold office on the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (iii) Notwithstanding sub paragraph (ii), an Honorary member who is a full member of the Club (as defined in the Registered Clubs Act) shall be entitled to the rights and privileges of the category of membership of which they are a full member (as defined in the Registered Clubs Act).
 - (iv) Honorary members will be relieved of any obligation to pay any entrance fee or periodic subscription.
 - (v) The Chief Executive Officer or in the Chief Executive Officer's absence the senior employee of the Club then on duty shall have the power to cancel the membership of any Honorary member without notice and without being required to give reason.
- (f) **Temporary Members**
- (i) The following persons may be admitted as Temporary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) A person whose permanent place of residence in New South Wales is at least 5 kilometres from the Club's defined premises or such greater distance as may be determined from time to time by the Board by Bylaw pursuant to this Constitution;
 - (b) An Ordinary member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) An Ordinary member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of an Ordinary member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) An interstate or overseas visitor.
 - (ii) Temporary members shall not be required to pay an entrance fee or subscription.
 - (iii) Temporary members shall be entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and shall not be entitled to attend or vote at any General Meeting, hold office on the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
 - (iv) Subject to Rule 60(a), Temporary members shall not be permitted to introduce guests into the Club.
 - (v) The Chief Executive Officer or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without being required to give reason.
 - (vi) No person under the age of 18 years may be admitted as a Temporary member of the Club other than pursuant to sub-paragraph (i)(c) of this paragraph.

(g) Life Members

Life members shall consist of such members who have rendered meritorious services over an extended period, of at least 15 years, to the Club and on account of such services are elected as Life members at a General Meeting of the Club by a secret ballot of not less than two-thirds (66 per cent) majority of the members present and entitled to vote provided always that any proposal for Life membership shall be made by not less than two Bowling A or Bowling B members in writing. A Life member shall be entitled to all the privileges of a Bowling A member but shall not be liable for any subscriptions or green fees whatsoever.

(h) Provisional Members

Provisional members means any persons who have applied for admission as a member of the Club, have paid the subscription appropriate for the membership applied for and are awaiting a decision on the application.

Should a person who is admitted as a Provisional member not be elected to membership of the Club, that person shall cease to be a Provisional member of the Club and the annual subscription submitted with his or her nomination shall be forthwith returned to the person.

Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club (except for applicants for Junior Bowling membership) but shall not be entitled to attend or vote at any General Meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.

The Chief Executive Officer may refuse a Provisional member admission to the Club or remove a Provisional member from the Club's premises at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

11 APPLICATION FOR MEMBERSHIP

- (a) A person applying for membership of the Club (the applicant) must complete a membership application form and submit it to the Club.
- (b) Without limiting the powers of the Board, the Board will determine:
 - (i) the form and particulars of the membership application form; and
 - (ii) how the membership application form is to be submitted (that is, in person, or by post and/or electronically);
 - (iii) if the initial joining fee and subscription must be paid when submitting a membership application form;
 - (iv) in the case of electronic membership application forms, if the applicant must attend the Club's premises to have their identity verified before their membership application form can be considered by the Board or election committee.
- (c) After the membership application form has been submitted to the Club, the full name of the applicant must be displayed on the Club's noticeboard for at least seven (7) days.
- (d) All membership applications will be considered by the Board or an election committee and they may accept or reject a membership application without giving any reason.
- (e) An applicant can only be admitted to membership if:
 - (i) they satisfy the eligibility requirements for the relevant category of membership; and
 - (ii) at least fourteen (14) days have passed since the applicant applied for membership; and

- (iii) Rule 11(c) has been complied with;
 - (iv) the Board or election committee resolves to admit the applicant to membership.
- (f) If an applicant is elected to membership, the Club is not required to notify the applicant of that fact. However, if an applicant is not elected to membership, the Club must notify the applicant of that fact and return any payments which the applicant has made to the Club.
- (g) Notwithstanding anything contained in this Constitution, a person who has been admitted to membership will immediately cease to be a member of the Club if they have not paid their initial entrance fee and/or annual subscription to the Club within seven (7) days of being admitted to membership of the Club.

12 INTENTIONALLY DELETED

13 INTENTIONALLY DELETED

14 INTENTIONALLY DELETED

15 CHIEF EXECUTIVE OFFICER

(a) Appointment

A Chief Executive Officer will from time to time be appointed by the Board at such remuneration and on such terms and conditions in a Contract as set by the Board.

16 ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND GREEN FEES

- (a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board will determine the joining fees, subscriptions, green fees, levies and other payments (if any) payable by members of the Club.
- (b) All joining fees, subscriptions, green fees, levies and other payments (if any) will be due and payable on such date or dates as determined by the Board.
- (c) The Board may determine that subscriptions (if any) are payable by monthly, quarterly or half yearly instalments, in advance or for more than one (1) year in advance.
- (d) Subject to Rule 16(c), any person elected to membership during the financial year of the Club will pay such proportion of the annual subscription (if any) as determined by the Board.
- (e) Bowling A members admitted during the period 1 January to 31 March each year shall pay the full annual subscription and persons admitted as Bowling A members during the period 1 April to 31 December each year shall pay a pro rata annual subscription as determined by the Chief Executive Officer.

17 UNPAID

If any fee or subscription or call or charge or any instalment thereof is not paid by the due date, the member will be deemed to be a non financial member of the Club and they will not be entitled to any rights and privileges of membership whilst they are a non financial member. If any fee or subscription or call or charge or any instalment thereof shall remain unpaid for a period of four (4) weeks after it became due, the name of such member shall be removed from the Membership. The provisions of Rule 27 (i.e. Disciplinary Proceedings) shall not apply to such removal.

18 EXEMPTION

The Board may at any time or times suspend the payment of entrance fees either generally or in respect to any individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstance that may arise.

19 BOARD OF DIRECTORS

(a) Business

The management and control of the affairs of the Club shall be vested in a Board of Directors which shall be elected under the Triennial Rule by such members who are entitled to vote upon the election of the Board in accordance with this Constitution and such Board shall consist of a Chairperson, a Deputy Chairperson and 7 Directors but no member shall be entitled to hold the position of Chairperson or Deputy Chairperson unless they have served at least two years as a member of the Board.

(b) Qualifications

All members of the Board must, during the whole of their term as Directors, be Bowling members of the Club and must have held such membership for a continuous period of not less than one year prior to their election or appointment to the Board.

(c) Election of Chairperson & Deputy Chairperson

The Chairperson shall be elected annually out of the members of the Board by the general body of members at an Annual General Meeting.

The Deputy Chairperson shall be elected annually by the elected directors on the Board as soon as reasonably practicable after each Annual General Meeting.

(d) Triennial Rule

With effect from the Annual General Meeting of 2015, The Board shall be elected in accordance with the Triennial Rule as set out in the Schedule 4 of the Registered Clubs Act.

(i) The Members elected to the Board at the first Annual General at which the Triennial Rule applies shall be divided into 3 groups.

(ii) The groups:

A Shall be determined by drawing lots; and

B Shall be as near as practicable equal in number; and

C Shall be designated as group 1, group 2 and group 3.

(iii) Unless otherwise disqualified, the Members of the Board:

A in Group 1 shall hold office for 1 year; and

B in group 2 shall hold office for 2 years; and

C in group 3 shall hold office for 3 years.

(e) Board Member – Casual vacancy

(i) Any casual vacancy in the office of a Member of the Board with the exception of the Chairperson and Deputy Chairperson may be filled on the vote of the remaining Board Members from among persons with the required qualifications.

(ii) In the event of the Board declining to fill a casual vacancy or until such casual vacancy is filled then the number of Board Members required pursuant to Rule 19 (a) shall be reduced accordingly provided that the total number of Board Members at any time shall never fall below five.

(iii) Such appointment shall be held only until the next Annual General Meeting.

(iv) At the next Annual General Meeting an election shall be held (if required) to fill the then remainder of the term of the retired Member.

(f) **If two candidates tie**

If two candidates only tie in an election for the office of Director the result shall be determined by drawing of lots.

(g) **Eligible to Re-stand**

A person whose term of office as a Member of the Board under the Triennial Rule expires is not for that reason ineligible for election for a further term.

(h) **Revocation of Triennial Rule**

If the Triennial Rule is revoked:

- (i) At an Annual General Meeting – all the Members of the Board cease to hold office; or
- (ii) At a meeting other than an Annual General Meeting all Members of the Board cease to hold office at the next succeeding Annual General Meeting and an election shall be held at the meeting to elect the Members of the Board.

(i) **Director Identification Number**

A member will not be entitled to be elected or appointed to the Board if they do not have a Director Identification Number on the proposed date of their election or appointment to the Board.

(j) **National Police Certificate**

A member will not be entitled to hold office on the Board unless they hold an up to date National Police Certificate.

ELECTION OF BOARD OF DIRECTORS

(k) **Nominations**

The Chief Executive Officer shall call for nominations for election to the Board, not later than 28 days before the Annual General Meeting. Nominations for all positions on the Board shall in each case be made in writing and signed by the proposer, seconder and nominee (whose full subscription as a bowling member shall have been duly paid) and lodged with the Chief Executive Officer not later than 5.00 pm sixteen (16) days before the date and time set down for the holding of the Annual General Meeting.

(l) **Display**

All such nominations, together with the names of the proposers, seconders and nominees shall be posted on the notice board by the Chief Executive Officer as soon as received by him or her and remain exhibited thereon until twenty-four (24) hours before the time set down for the holding of the Annual General Meeting.

(m) **Ballot**

A returning officer shall be appointed by the Board in compliance with the Registered Clubs Act. The election of the Board shall be conducted by way of ballot during the Annual General Meeting. At the meeting those present and entitled to vote shall elect five (5) scrutineers all of whom shall be Bowling Members of the Club who shall then hand to each member present and entitled to vote a voting paper for each position.

(n) **Votes**

Upon the counting of votes the candidates receiving the most votes shall be declared to be elected to the Board.

(o) **If more than two Candidates tie**

In the event that more than 2 candidates have an equal number of votes then the Returning Officer will call for another ballot amongst those tied candidates for the remaining place available on the Board. If there still remains a tie then the Returning Officer shall draw by lot to determine.

(p) **Term**

At each Annual General Meeting held while the Triennial Rule is in force (other than the first such meeting) the number of Directors required to fill the vacancies on the Board shall be elected and shall, unless otherwise disqualified hold office for 3 years.

20 ELECTION AND NOMINATIONS OF CHAIRPERSON AND DEPUTY CHAIRPERSON

(a) **Nomination**

The Chief Executive Officer shall call for nominations for the position of Chairperson not later than 28 days before the Annual General Meeting. Nominations for each position shall be made in writing and signed by the proposer, seconder and nominee (whose full subscription as a bowling member shall have been duly paid) and lodged with the Chief Executive Officer and not later than 5:00pm sixteen (16) days before the date and the time set down for the holding of the Annual General Meeting.

(b) **Display**

All such nominations, together with the names of the proposers, seconders and nominees will be posted on the notice board by the Chief Executive Officer as soon as received by him or her and remain exhibited thereon until twenty-four (24) hours before the time set down for the holding of the Annual General Meeting.

(c) **Voting – Chairperson**

Immediately upon the completion of the election of the Members of the Board (including the determination of each Member's term of office):

- (i) The Returning Officer of the Meeting shall announce the names of those candidates for the position of Chairperson who have been elected to the Board and are, therefore, eligible to be elected to that position;
- (ii) The vote shall be taken for the position of Chairperson; and
- (iii) The candidate receiving the most votes shall be declared to be elected as Chairperson.

(d) **Voting – Deputy Chairperson**

As soon as reasonably practicable after each Annual General Meeting, the Board shall elect a Deputy Chairperson from amongst their number.

(e) **Tie**

Where there is a tie for either the position of Chairperson or Deputy Chairperson, the Returning Officer shall cause a re-ballot until such time that one candidate has received more votes than the other.

(f) **Term**

The term of Chairperson and Deputy Chairperson will be until the following Annual General Meeting unless vacated in accordance with these Rules . A person whose term of office as Chairperson or Deputy Chairperson expires is not for that reason ineligible for a further term.

21 GENERAL

- (a) If, at the Annual General Meeting, there are less candidates than positions vacant on the Board, then the Members present may nominate and elect Members from those present to fill the remaining positions.
- (b) If, upon election of the Board, there are no candidates for either the position of Chairperson or Deputy Chairperson then the Members of the Board shall nominate and elect from amongst their number the persons to fill the vacant positions.
- (c) If there are only as many candidates as there are positions vacant, then those candidates shall be declared to be elected to the Board. If there is only one candidate for the position of Chairperson elected to the Board, then that candidate shall then be declared to be elected to that position.
- (d) If there are more candidates than positions vacant, each Member voting shall vote for as many candidates as there are positions vacant by making his or her mark against the names of those candidates.
- (e) Every Member voting must vote for as many candidates as there are positions to be filled otherwise this vote will be invalid.

22 VACANCIES ON THE BOARD

(a) Circumstances in which casual vacancies arise

The office of a member of the Board shall automatically be vacated if the person holding that office:

- (i) dies;
- (ii) is disqualified for any reason referred to in Section 206B of the Act;
- (iii) 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;
- (iv) is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not vacant as a result of that absence;
- (v) by notice in writing resigns from office as a director;
- (vi) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act;
- (vii) ceases to be a member of the Club;
- (viii) becomes an employee of the Club;
- (ix) fails to complete the mandatory training requirements for directors referred to in Rule 71(d) within the prescribed period (unless exempted);
- (x) was not eligible to stand for or be elected or appointed to the Board;
- (xi) ceases to hold the necessary qualifications to be elected or appointed to the Board;
- (xii) does not have or ceases to have a Director Identification Number;
- (xiii) is removed from office as a director in accordance with the Act and this Constitution.

The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

(i) Chairperson

If the office of Chairperson becomes vacant, the Deputy Chairperson shall carry out the duties of the Chairperson until the next General Meeting at which time an election for the Chairperson will be held. In the event of the Deputy Chairperson refusing to carry out these duties, the office of Chairperson shall be declared vacant by the Board and the Board shall appoint a temporary Chairperson from among its own members to hold office until the next General Meeting at which time an election for Chairperson will be held. The candidate elected will hold office for the remaining term of office.

(ii) Deputy Chairperson

If the position of Deputy Chairperson becomes vacant, the Board will elect one of the current Directors from its own members to hold office until the next General Meeting at which time an election for Deputy Chairperson will be held. The candidate elected will hold office for the remaining term of office.

(iii) Director

If the position of Director becomes vacant the Board may appoint a Bowling A member to the position of Director pursuant to Rule 19(e)

(b) **Removal of Director**

Subject to the provisions of this Constitution, the members in General Meeting may by ordinary resolution of which at least 2 months' notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of their period of office and may by ordinary resolution appoint another person or persons in their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

23 VALID ACTS

All acts done at any Board Meeting or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

24 REMUNERATION/HONORARIUM

No Director shall receive any remuneration for their services in their capacity of Director, nor shall he or she or any of his or her immediate family have any business transactions with the Club involving any payment in money or in kind. To avoid any doubt nothing in this Rule prevents any payment being made to any Director in accordance with Rule 6 of this Constitution.

25 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board shall have full control of the property of the Club and absolute authority subject to this Constitution 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 to the Club. In particular, but without derogating from the general power hereinbefore conferred, the Board shall have the power from time to time:

(a) **Subcommittees**

To appoint from among its members or from members of the Club, Subcommittees subject to the provisions of relationship as provided in this Constitution, for any purpose whatsoever which from time to time it may think desirable and to delegate to any such Subcommittees such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing the Subcommittees, the quorum for all Subcommittees shall consist of a majority of the members of such Subcommittees, each Subcommittee to elect its own chairperson.

(b) **Delegates – Appointment of**

To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(c) **Staff – Appointment**

To delegate to the Chief Executive Officer the appointment, terms of engagement and removal of any employees, consultants and advisers subject to:

- (i) compliance with an approved budget and policies by the Board; and
- (ii) any requirements of the Registered Clubs Act; and
- (iii) that no remuneration or part remuneration or allowance will be made as commission from liquor sales.

(d) **Acquisitions**

To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(e) **Contracts**

To secure the fulfilment of any contract 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) **Legal Proceedings**

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 allot time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(g) **Signatories**

To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents and instruments.

(h) **Investments**

To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.

(i) **Borrowings**

From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and either charged upon all or any part of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon 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) **Disposals**

- (i) Subject to Rule 25(j)(ii), to sell, 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 all or any lands and buildings or other property or

rights to which the Club may be entitled from time to time, subject to satisfying the relevant requirements of the Liquor Act and Registered Clubs Act

- (ii) Despite the ordinary resolution passed at the Annual General Meeting held on 3 November 2013 defining part of the Club's land located at 22-38 Florence Street, Tweed Heads (being part lot 12 in deposited plan 803451) as being non-core land (non-core property) and such part having an area of 8,000 square metres, no sale, exchange or other disposal of that land may occur unless such sale, exchange or disposal is also approved by an ordinary resolution passed in general meeting for the purposes of this Rule 25(j)(ii) by those members who are eligible under this Constitution to vote on ordinary resolutions.

(k) **Members Numbers**

To fix the maximum number of each class of members who may be admitted to the Club.

(l) **Privileges**

To impose any restrictions or limitations on the rights and privileges of members, Temporary members and visitors relating to the use by them of the Club's premises and/or any amenity or facility therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.

(m) **Rules, By-laws and Regulations**

Subject to this Constitution to make rules, by-laws or regulations for the proper conduct and management of the Club, authorise expenditure, borrow or raise money, receive all monies and subscriptions, engage or discharge employees, grant leases and accept surrenders thereof, take or accept a lease or leases of grounds, impose fines, close the Club's premises at its discretion for any period or periods and in all things manage, control and conduct the business of the Club.

(n) **Delegation of Authority**

To delegate its authority to organise and conduct the game of lawn bowls in respect of the Bowls Sub-club through consultation with management, such club to have the authority to set up and maintain bylaws to satisfactorily carry out this authority, such bylaws being subject to final approval by the Board.

(o) **General**

Generally, the Board may exercise all such powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting. Any Bylaw or regulation made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such Bylaw or regulation on the notice board.

(p) **Member Rewards**

The Board of Directors is authorised to determine at its discretion bonus and differential levels of rewards received by members under any Club membership loyalty programs based on certain levels of usage of particular Club products or services. Any increased levels of rewards must be available to all members who achieve the levels of usage of the particular products and services.

26 BOARD MEETINGS

(a) **Frequency**

The Board shall meet at least once per quarter (as defined in the Registered Clubs Act) for the transaction of business. Minutes of all resolutions of proceedings of the Board shall be entered in a book provided for the purpose. The Chairperson may at any time and the Chief Executive Officer shall upon the request in writing of two (2) Directors, convene a meeting of the Board.

(b) Chair

The Chairperson, if present, shall be entitled to preside at all meetings of the Board. In his absence, the Deputy Chairperson shall preside, if both are absent the meeting shall elect another member to be Chairperson of the meeting, the Chief Executive Officer taking the chair for the purpose only of election but without the right to vote. Any person except the Chief Executive Officer acting as Chairperson of a Board Meeting shall have the same voting powers as provided in Rule 34.

(c) Quorum

A majority of the Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the fixed time for the meeting it shall stand adjourned to the same day of the following week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the members present shall be a quorum.

(d) Technology

A meeting of the Board may be called or held by using any technology consented by all Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

(e) Board Resolutions

A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

Additionally, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

27 DISCIPLINARY PROCEEDINGS

(a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, or expel or accept the resignation of any Full Member (and to record in the Register of Members that the person has ceased to be a member) if, in its opinion, that member:

- (i) has refused or neglected to comply with any provision of this Constitution or of the By-laws; or
- (ii) is guilty of any conduct prejudicial to the interests of the Club; or
- (iii) is guilty of any conduct which is unbecoming of a member; or
- (iv) is guilty of any conduct which renders the member unfit for membership.

(b) The Board must comply with the following procedure when exercising its powers under Rule 27(a):

- (i) The member must be notified of any charge against that member pursuant to this Constitution by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty. For the avoidance of doubt, the disciplinary hearing can be held in person at the Club's premises or remotely by way of the use of technology.

- (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing and is entitled to call witnesses in his or her defence.
 - (iii) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. No resolution by the Board at the meeting is passed unless at least a majority of the Directors present vote in favour of that resolution.
 - (iv) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it, make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any representations made to it in writing by the member charged.
 - (v) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
 - (vi) If the member attends the meeting, the member charged must be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (vii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to Rule 27(b)(i), the Board has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
 - (d) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than 3 Directors. A quorum of the disciplinary committee is 2 Directors. The Chairperson of the Board or Disciplinary Committee as the case may be will have a deliberative and casting vote.
 - (e) The member concerned does not have the right to legal representation in respect of the disciplinary proceedings.
 - (f) Without limiting any other restrictions contained in this Constitution, a member who is suspended from membership of the Club (including a provisional suspension from membership pursuant to Rule 27(c)) is not entitled to any rights and privileges of membership during the period of their suspension;

27A. REMOVAL OF PERSONS FROM CLUB'S PREMISES

- (a) In addition to any powers under Section 77 of the Liquor Act, the Chief Executive Officer or, subject to Rule 27A(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Chief Executive Officer liable to a penalty under the Registered Clubs Act, the Liquor Act or any other applicable law;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

- (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Chief Executive Officer or an employee exercising this power suspects of being a prohibited drug or prohibited plant.
 - (vii) whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.
- (b) If pursuant to Rule 27A(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Chief Executive Officer of the Club or an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting Rule 27A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 27A(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 27A(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 27A(a)(i), the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (i) in the absence of the Chief Executive Officer from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Chief Executive Officer to exercise such power.
- (f) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce any Liquor or Gaming Policy which may include preventing anyone (including members) from entering or remaining on the premises or any part of the premises of the Club and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

28 GENERAL MEETINGS

The Annual General Meeting of the Club shall be held within five (5) months of the end of the Club's financial year at such time and place as may be determined by the Board provided always that an Annual General Meeting shall be held at least once in every year.

29 CALLING OF GENERAL MEETINGS AND MEMBERS' RESOLUTIONS

- (a) A General Meeting may be called on any date by the Board, and shall be called by the Board upon receipt of a request which need not be in one document (provided that the request, if written on more than one document, must be in identical wording on each document) signed by not less than 5% of the votes that may be cast at the General Meeting stating the resolution to be considered at the Meeting. The date of the Meeting shall be within 2 months of receipt at the office of such request, provided that if such meeting is not called within 21 days of receipt of the request, the members who made the request or a majority of them may themselves call the Meeting within 3 months of receipt at the office of such request, and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.
- (b) Not less than 5% of the members of the Club or 100 members of the Club (whichever is the lesser) having the right to vote at General Meetings may, in accordance with the Act:
- (i) give the Club notice of a resolution that they propose to move at a General Meeting; or
 - (ii) request the Club to give members a statement about a resolution that is proposed to be moved at a General Meeting or any other matter that may be properly considered at a General Meeting.

- (c) In the case of receipt of such notice or request referred to in Rule 29(b) the Club will, subject to the Act, give notice of the resolution or distribute a copy of the statement to members at the same time or as soon as practicable afterwards, and in the same way, as the Club gives notice of a General Meeting.

30 NOTICE OF GENERAL MEETINGS

(a) **Notice of Convene**

Every notice convening a General Meeting shall specify the place, day and hour of the Meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution and the Act.

(b) **Notice Entitlement**

Every notice convening a General Meeting shall be given in the manner prescribed by this Constitution to those members who are entitled to attend and vote at General Meetings under the provisions of this Constitution and a copy shall be posted on the notice board.

(c) **Period of Notice**

The period of notice with respect to all General Meetings shall be twenty-one (21) days.

(d) **Notice, Receipt of**

Neither the accidental omission to give notice of a General Meeting, nor the non-receipt of a notice of a meeting by any member, nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

31 QUORUM AT GENERAL MEETINGS

At any Annual General Meeting or General Meeting called by the Board, fifty (50) members entitled to be present under Rule 41 and present in person shall be a quorum and at any General Meeting called on or by the request of members, fifty (50) members entitled to be present under Rule 41 and present in person shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for an Annual General Meeting or General Meeting, the Meeting, if convened on or by request of members shall be dissolved; if convened by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the Meeting, the members present shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

32 BUSINESS

The business of the Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Corporations Act, to elect members of the Board (if required) and to transact any other business which, under this Constitution, is to be transacted at an Annual General Meeting. All business transacted at any other General Meeting shall be deemed special.

33 CHAIR

The Chairperson shall, if present, be entitled to preside at all General Meetings of the Club. Should the Chairperson be absent the provisions of Rule 26(b) will apply.

34 CHAIRS CASTING VOTE

Every question submitted to a General Meeting of the Club or to any meeting of the Board or any Subcommittee shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he or she is entitled as a member.

35 POLL, REQUIRED

At any General Meeting unless a poll is demanded by the Chairperson or by at least five (5) members present and entitled to vote at the Meeting, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

36 POLL, FORMAT

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 General Meeting directs either at once or after an interval of 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 by the person or persons demanding same at any time prior to being taken. In case of any dispute as to the admission or rejection of a vote the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive.

37 ADJOURNMENT BY CONSENT

The Chairperson of a General Meeting may with the consent of the Meeting adjourn the same 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.

38 CONTINUANCE

The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairperson of a Meeting and a poll demanded on a question of adjournment shall be taken at the Meeting without adjournment.

39 ADJOURNMENT BY RESOLUTION

Any General Meeting at which a quorum is present may be adjourned by resolution as the Meeting may determine and no notice of such adjournment need be given.

39A. CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

Subject to the Act, the Board may cancel or postpone any general meeting prior to the date on which it is to be held. The Board may give such notice of the cancellation or postponement as it thinks fit but the failure to give such notice does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

39B. WITHDRAWAL OF RESOLUTIONS

Subject to the Act, the Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting.

39C. NO PROXY VOTING

A person shall not:

- (a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) vote at any election including an election of a member or of the Board,

as the proxy of another person.

39D. AUDITOR

The Club's auditor:

- (a) must be given notice of all general meetings of the Club; and
 - (b) is entitled to attend any general meetings of the Club;
-

- (c) may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting;
- (d) 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).

39E. TECHNOLOGY

- (a) The Club may hold a general meeting at two or more venues using any technology that gives members a reasonable opportunity to participate.
- (b) If permitted by the Act, the Club may hold hybrid or virtual only general meetings. The provisions of the Act will apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act will prevail.

VOTES OF MEMBERS

40 BALLOT

Every member eligible to vote shall both on a show of hands and on the taking of a poll have one vote. In the event of a ballot, all ballot papers shall be destroyed by the Chief Executive Officer at the declaration of the poll.

41 ENTITLEMENT

No member other than a Life member shall be entitled to be present or vote at any General Meeting of the Club or to be elected to any office unless he or she has paid his or her entrance fee and annual subscription and all other monies due to the Club at the time of such meeting.

42 OBJECTION

No objection shall be raised to the qualifications of any voter except at the General Meeting or adjourned Meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the Meeting whose decision shall be final and conclusive.

CESSATION OF MEMBERSHIP

43 RESIGNATION

A member at any time by giving notice in writing to the Chief Executive Officer or by returning his membership card to reception or any manager of the Club may resign his or her membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his or her resignation.

44 INDEBTEDNESS

Should a member incur any debt to the Club or to the Club's employees or persons under contract to the Club (Payment hereof) and fail to discharge such debt upon a request in writing by the Chief Executive Officer, he or she may by resolution of a meeting of the Board be suspended or expelled from membership and in such event the provisions of Rule 27 Disciplinary Proceedings, shall not apply.

45 LIABILITY

Every person ceasing to be a member of the Club whether by retirement, expulsion, death or neglect to pay the entrance fee or the subscription or otherwise, shall forfeit immediately all rights as a member of the Club but shall remain liable for any monies due and payable under the provisions of this Constitution.

46 MEMBERSHIP DETAILS

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

47 REGISTER OF MEMBERS AND GUESTS

The Club must keep and maintain registers of members and guests in accordance with the Act and Registered Clubs Act.

48 MINUTES OF MEETINGS

The Board shall cause Minutes to be kept by the Chief Executive Officer in books provided for that purpose:

- (a) of all appointment of officers made by the Club in General Meetings or by the Board;
- (b) of the names of the Directors present and voting at each Board Meeting;
- (c) of the number of members present and voting at General Meetings of the Club;
- (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.

49 FINANCIAL YEAR

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

ACCOUNTS AND AUDIT**50 FINANCIAL REPORTS**

The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

51 BOOKS OF ACCOUNT

The books of account shall be kept at the Club's premises or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.

52 LEGAL REQUIREMENTS

- (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
 - (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.

53 AUDITORS

Auditors shall be appointed and their duties regulated in accordance with the Act.

54 SEAL

The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given in the presence of two Directors at least who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is

affixed shall be countersigned by the Chief Executive Officer or some other person appointed by the Board. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if the document is signed by two (2) directors or the Chief Executive Officer and one (1) director.

55 NOTICES

- (a) Without limiting the provisions of the Act, a notice may be given by the Club to any member either:
- (i) personally; or
 - (ii) by sending it to the residential, postal or email address of the member;
 - (iii) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.
- (b) Where a notice is:
- (i) personally given to a member in accordance with Rule 55(a)(i), it is deemed to be received on the day the member is given the notice; and
 - (ii) sent to a member in accordance with Rule 55(a)(ii), it is deemed to be received by the member on the day following that on which the notice was sent;
 - (iii) sent to a member in accordance with Rule 55(a)(iii), it is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

GENERAL

56 SUBCLUB FUNDING

The Club shall provide annually enough funds for the Bowls Sub-Club to carry out its duties and functions in an efficient and competent manner under the guidance of the Chief Executive Officer within the parameters of the Board-approved budget. Such budget will be submitted to the Board within a reasonable timeframe and in a manner prescribed by the Board for approval.

57 HOLDING OFFICE

(a) Other Clubs

Members holding office in other clubs having similar objects to this Club shall not be eligible to hold office in the Club unless first approved by the Board.

(b) Sub Club

Members shall not be permitted at the same time to hold office on the Board as well as hold office on the Bowls Sub-Club Committee.

58 CONSTITUTION – AVAILABILITY

A copy of this Constitution shall be supplied to a member on request being made to the Chief Executive Officer and if demanded by the Chief Executive Officer on payment of any fee that may be prescribed by the Act.

59 POLITICS AND RELIGION

No political or religious subject shall be discussed or displayed on the Club's premises nor shall objectionable language be allowed.

60 MEMBERS' GUESTS

- (a) All members other than Junior Bowling members shall have the privilege of introducing guests to the Club. However, Temporary members can only introduce guests who are under the age of eighteen (18) years of age and in relation to whom the Temporary member is a responsible adult (as defined in the Liquor Act).
- (b) The register of guests shall have entered therein on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that member; provided always that if any entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that member.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of guests in respect of that guest.
- (e) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the register of guests in respect of that guest.
- (f) The Chief Executive Officer, or in the Chief Executive Officer's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (g) No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended or who has been refused admission to or been turned out of the Club.
- (h) The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (i) 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.

61 LIQUOR

Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.

No liquor shall be sold or supplied to any person under the age of 18 years.

62 NON-PROPRIETARY COMPANY

The Club is a non-proprietary Company. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together, and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made.

63 COMPLIANCE MATTERS

- (a) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
- (b) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise

to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or 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.

- (c) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (d) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (e) Every member is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.

64 UNDERAGE – POKER MACHINES

No person under eighteen (18) years of age shall use or operate or be allowed to use or operate poker machines or gaming facilities or to enter restricted areas on the Club's premises.

INDEMNITY TO OFFICERS

65 LIABILITY – COSTS AND EXPENSES

Every person who is or was an officer (as defined in Section 9 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
- (b) in defending or resisting criminal proceedings in which the person is found guilty; or
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
- (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

66 LIABILITY – TO ANOTHER PERSON

Every person who is or was an officer (as defined in Section 9 of the Act) of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except in relation to:

- (a) a liability owed to the Club or a related body corporate; or
- (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
- (c) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

67 PREMIUM

The Club may pay a premium for a contract insuring a person who is or was an officer (as defined in Section 9 of the Act) of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:

- (a) conduct involving a wilful breach of duty in relation to the Club; or
- (b) a contravention of sections 182 or 183 of the Act.

68 READING OF CONSTITUTION

This Constitution shall be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions shall be inoperative and have no effect.

69 AMENDMENTS TO CONSTITUTION

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

70 PERSONAL INFORMATION

- (a) In this Rule “personal information” has the meaning given in the Privacy Act 1988 (Cth) as amended from time to time.
- (b) The Club may collect *personal information* about members, whether from members, or third parties, for the purposes associated with those members’ memberships and activities of the Club. The Club may deal with personal information in accordance with the Club’s privacy policy as amended from time to time.

71 CORPORATE GOVERNANCE AND ACCOUNTABILITY

- (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director’s knowledge:
 - (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Rule 71(b).
- (b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
 - (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.
- (c) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time).
- (d) Any member who is elected or appointed to the Board, must, unless exempted, complete the mandatory director training prescribed the Registered Clubs Act within the prescribed period.

72 MEETINGS AND VOTING

- (a) In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):
 - (i) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and
 - (ii) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
 - (iii) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club to vote in person or by electronic means.
 - (b) If there is any inconsistency between Rule 72(a) and any other provision of this Constitution, Rule 72(a) shall prevail to the extent of that inconsistency.
-