

**Constitution of  
Dapto Bowling Club Ltd  
(ACN 001 066 888)**

**Adopted at General Meeting  
17 May 2009**



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## 1. The club

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### 1.1 Name of the club

The name of the *club* is Dapto Bowling Club Ltd.

### 1.2 Club to be a company

The *club* is a non-proprietary company.

## 2. Introductory matters

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### 2.1 Definitions

In this constitution, unless the context suggests otherwise:

*annual general meeting* means the general meeting each year as required by the *Corporations Act* and this constitution;

*application fee* means the fee payable by an applicant for membership of the *club*, as determined by the *board* from time to time;

*board* means the board of *directors* of the *club* elected in accordance with this constitution;

*bowling member* has the meaning in clause 8.1;

*by-laws* means the by-laws made in accordance with this constitution;

*business day* means a day that is not:

- a Saturday or Sunday; or
- a public holiday in the state of New South Wales;

*claim* means any action, claim, suit, demand, proceedings, damages or statutory procedure for the recovery of money;

*club* means Dapto Bowling Club Ltd ACN (001 066 888);

*Corporations Act* means the *Corporations Act 2001 (Cth)* as amended from time to time and any regulations made under that Act;

*day* means a calendar day;

*director* means a director of the *board* elected or appointed in accordance with this constitution;

<i>financial member</i>	a <i>member</i> shall not be a <i>financial member</i> of the <i>club</i> if: <ul style="list-style-type: none"> <li>(a) any of the <i>member's membership fees</i> remains unpaid; or</li> <li>(b) any money (other than a <i>member's membership fees</i>) has remained unpaid at the expiration of 14 <i>days</i> after service on that <i>member</i> of a notice from the <i>club</i> requiring payment;</li> </ul>
<i>financial year</i>	has the meaning in clause 40.1;
<i>Gaming Machine Act</i>	means the <i>Gaming Machine Act 2001 (NSW)</i> as amended from time to time and any regulations made under that Act;
<i>guest</i>	has the meaning in the <i>Registered Clubs Act</i> ;
<i>honorary member</i>	has the meaning in clause 13.1;
<i>junior member</i>	has the meaning in clause 10;
<i>life member</i>	has the meaning in clause 11.1;
<i>Liquor Act</i>	means the <i>Liquor Act 2007 (NSW)</i> as amended from time to time and any regulations made under that Act;
<i>member</i>	means a member of the <i>club</i> appointed in accordance with this constitution;
<i>membership fee</i>	means the membership payable by a <i>member</i> for the membership of the <i>club</i> , as determined by the <i>board</i> from time to time;
<i>month</i>	means calendar month;
<i>notice board</i>	means a notice board located in a conspicuous place on the <i>premises</i> on which notices for the information of <i>members</i> are posted;
<i>office</i>	means the registered office for the time being of the <i>club</i> ;
<i>officer</i>	has the meaning in the <i>Corporations Act</i> ;
<i>ordinary member</i>	has the meaning in clause 7.1;
<i>premises</i>	means the <i>club's</i> premises at 66 - 72 Marshall Street, Dapto NSW or any other premises occupied by the <i>club</i> ;
<i>president</i>	means the president of the <i>club</i> elected

	under clause 24.2;
<i>provisional member</i>	has the meaning in clause 12.1;
<i>register</i>	means the register of <i>members</i> kept under the <i>Corporations Act</i> ;
<i>Registered Clubs Act</i>	means the <i>Registered Clubs Act (NSW) 1976</i> as amended from time to time and any regulations made under that Act; ;
<i>secretary</i>	means the secretary of the <i>club</i> and includes secretary manager;
<i>social member</i>	has the meaning in clause 9.1;
<i>special resolution</i>	has the meaning given to it in the <i>Corporations Act</i> ; and

## 2.2 Interpretation

In the constitution, unless the context requires otherwise:

- 2.2.1 the singular includes the plural and vice versa;
- 2.2.2 where an expression is defined in the constitution, any other grammatical form of the expression has a corresponding meaning;
- 2.2.3 words and expressions defined in the *Corporations Act* have the same meaning in this constitution;
- 2.2.4 words and expressions defined in the *Registered Clubs Act* and the *Gaming Machines Act* have the same meaning in this constitution;
- 2.2.5 headings are for purposes of convenience only and do not affect the interpretation of this constitution;
- 2.2.6 a reference to a statute or regulation includes all amendments, consolidations or replacements of the statute or regulation;
- 2.2.7 a reference to a clause is a reference to a clause of this constitution;
- 2.2.8 a reference to this constitution or another instrument includes all amendments or replacements of this constitution or the other instrument; and
- 2.2.9 a reference to a statutory or other body that ceases to exist or the powers and functions of which are transferred to another body includes a reference to the body:
  - 2.2.9.1 that replaces it; or
  - 2.2.9.2 to which substantially all the powers and functions relevant to the *constitution* are transferred.

2.2.10 the notes to this constitution:

2.2.10.1 are for purposes of convenience only and do not affect the interpretation of this constitution; and

2.2.10.2 do not form part of this constitution and may be removed or modified without the *club* complying with this constitution, the *Corporations Act* or *Registered Clubs Act* requirements that apply to removal or modification of constitutional provisions.

2.2.11 this constitution shall be read and constructed subject to the provisions of the *Corporations Act* and *Registered Clubs Act* and to the extent that any of the provisions in this constitution are inconsistent with the compulsory provisions of the *Registered Clubs Act* or the *Corporations Act* such provisions of this constitution shall be deemed inoperative and of no effect to the extent of the conflict.

## 2.3 Replaceable rules

The replaceable rules referred to in the *Corporations Act* are modified as set out in this *constitution*.

Corporations Act Commentary
For details of the operation of replaceable rules: see s135(2).

## 2.4 Notices

This clause applies to all notices and documents that this constitution, the *Corporations Act* or the *Registered Clubs Act* requires a party to this constitution to send to another party to this constitution (*notice*).

Corporations Act Commentary
The parties to the constitution are the <i>club</i> and its <i>members</i> , <i>directors</i> and the <i>secretary</i> : s140(1).

A person sending a *notice* must do so in writing and must address it to the recipient at the following respective addresses:

2.4.1 if to the *club* — at the *office* or such other address as the *club* specifies in writing to *members* from time to time; and

2.4.2 if to a *member* — at the *member's* address appearing on the *register* from time-to-time.

A person may send a *notice* to another person in any of the ways set out in column 2 of the below table. The other person receives the *notice* at the time set out in column 3 of the table.

	<b>Delivery Method</b>	<b>Time Person Receives Notice</b>
1	Hand delivering the <i>notice</i> personally	The other person receives the <i>notice</i> : (i) if hand delivered before 4:00pm on a <i>business day</i> — on that <i>business day</i> . (ii) if hand delivered after 4:00pm on a <i>business day</i> — on the next <i>business day</i> . (iii) if hand delivered on a <i>day</i> other than a <i>business day</i> — on the next <i>business day</i> .
2	Sending the <i>notice</i> by pre-paid registered post	The other person receives the <i>notice</i> on the third <i>business day</i> after posting unless there is evidence that it is actually delivered earlier.
3	Sending the <i>notice</i> by facsimile transmission	The other person receives the <i>notice</i> : (i) if sent before 4:00pm on a <i>business day</i> — on that <i>business day</i> . (ii) if sent after 4:00pm on a <i>business day</i> — on the next <i>business day</i> . (iii) if sent on a <i>day</i> other than a <i>business day</i> — on the next <i>business day</i> .  This rule does not apply where the person sending the facsimile has evidence that the transmission was unsuccessful.
4	Sending the <i>notice</i> by electronic means	The other person receives the <i>notice</i> : (i) if sent before 4:00pm on a <i>business day</i> — on that <i>business day</i> (ii) if sent after 4:00pm on a <i>business day</i> — on the next <i>business day</i> (iii) if sent on a <i>day</i> other than a <i>business day</i> — on the next <i>business day</i>  This rule does not apply where the person sending the <i>notice</i> by electronic means has evidence that the <i>notice</i> did not reach the other person's electronic address

### 3. Objects and powers

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#### 3.1 Objects of the club

The objects of the *club* are as set out in Schedule 1.

#### 3.2 Powers of the club

The *club* has all of the powers of a natural person.

### 4. Property and income of the club

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#### 4.1 Application of income and property

4.1.1 The income and the property of the *club* must be applied solely toward the promotion of the objects of the *club* set out in this constitution.

4.1.2 No portion of income or property of the *club* shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the *members*.

#### 4.2 Benefits and advantages

Except to the extent permitted by the *Registered Clubs Act*:

4.2.1 a *member*, whether or not they are a member of the *board* or any committee of the *club* shall not be entitled to derive directly or indirectly, any profit, benefit or advantage from the *club* that is not offered equally to every *ordinary member* or *life member* of the *club*; and

4.2.2 only the *club* and its *members* shall be entitled to derive, directly or indirectly, any profit, benefit or advantage from:

4.2.2.1 the fact that the *club* has applied for or is granted a licence under the *Liquor Act*;

4.2.2.2 the registration of the *club*; and

4.2.2.3 any added value that may accrue to the *premises* because the *club* has applied for, or is granted, a licence under the *Liquor Act*,

unless it is a profit, benefit or advantage derived from dealings reasonably carried out, or contracts reasonably made, with the *club* in the ordinary course of its lawful business.

Registered Clubs Act Commentary
This clause must be read subject to ss10(6), 10(6A) and 10(7) which provide exemptions from the operation of these requirements.

### 4.3 Payments to directors

Except as permitted by the *Registered Clubs Act*, a *director* shall not:

- 4.3.1 hold or be appointed or elected to an office of the *club* paid by salary or wages or a similar basis of remuneration; or
- 4.3.2 receive from the *club* remuneration or other benefit in money.

<b>Registered Clubs Act Commentary</b>
A director is entitled to receive the following monies: (a) an honorarium – s10(6)(b); and (b) repayment of out of pocket expenses – s10(6)(d).

### 4.4 Exceptions

Subject to clause 4.3, nothing in this constitution shall prevent the payment:

- 4.4.1 in good faith of reasonable and proper remuneration to any employed *officer* or other employee of the *club*;
- 4.4.2 in good faith of reasonable and proper remuneration to any *member* in return for services actually rendered;
- 4.4.3 of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a *member* to the *club*; or
- 4.4.4 of reasonable and proper rent for premises leased or licensed by any *member* to the *club*.

## 5. Liquor and gaming

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### 5.1 Restrictions on liquor sales

Subject to the *Registered Clubs Act* and *Liquor Act*, liquor must not be sold, supplied or disposed of on the *premises*:

- 5.1.1 to any person under the age of 18 years; or
- 5.1.2 to any person other than a *member* except on the invitation and in the company of a *member*.

<b>Registered Clubs Act Commentary</b>
An authority may be granted to the <i>club</i> to permit persons who are not <i>members</i> or under the age of 18 years to attend a function in a specified part of the <i>premises</i> for Christmas celebrations or other function of a cultural, educational, religious, patriotic, professional, charitable, political, literary, sporting, athletic, industrial or community nature - s23

**5.2 Benefits from liquor sales**

The *secretary* or any employee, *director* or *member* shall not be entitled to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the *club* or the receipts of the *club* for any liquor supplied or disposed of by the *club*.

**5.3 Restrictions on gaming**

A person under the age of 18 years must not use or operate the gaming facilities of the *club*.

**5.4 Benefits from gaming**

Except to the extent permitted by the *Gaming Machine Act*, the *club* must not:

5.4.1 share any receipts arising from the operation of an approved gaming machine kept by the *club* and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts; and

5.4.2 grant any interest in an approved gaming machine kept by the *club* to any other person.

<b>Gaming Machines Act Commentary</b>
ss73 and 74 contain exemptions to these restrictions. 'Approved gaming machine' is defined in the Act.

**6. Membership Generally**

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**6.1 Membership numbers**

The number of *members* shall not exceed the maximum permissible under the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
The maximum number of full members is prescribed by s11.

**6.2 Categories of membership**

The membership of the *club* shall be divided into the following categories:

6.2.1 *ordinary member*;

6.2.2 *life member*;

6.2.3 *honorary member*;

6.2.4 *temporary member*;

6.2.5 *provisional member*, and

a person cannot be admitted as a *member* except as one of these categories of *member*.

## 7. Ordinary Member

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### 7.1 Definition

An *ordinary member* shall be either:

7.1.1 a *bowling member*;

7.1.2 a *social member*; or

7.1.3 a *junior member*.

### 7.2 Procedure for admission

The procedure for the admission of an applicant for ordinary membership is as follows:

7.2.1 an applicant must be proposed by a *bowling member* who is a *financial member* and seconded by another *bowling member* who is a *financial member* (both of whom the applicant must personally be known to);

7.2.2 every application to be an *ordinary member* must be in writing in the form prescribed by the *board* and contain the following particulars:

7.2.2.1 the full name and residential suburb of the applicant and the full name of the proposer and seconder;

7.2.2.2 the category of ordinary membership sought; and

7.2.2.3 such other particulars as may be prescribed by the *board* from time to time;

7.2.3 the application must be accompanied by the amount of any applicable *application fee* and *membership fee*;

7.2.4 the name and address of every applicant must be posted on the *noticeboard* for at least *7 days* (or such greater period prescribed by the *Registered Clubs Act*) prior to the date of the meeting of the *board* at which the nomination will be considered;

7.2.5 an interval of at least *14 days* must elapse between the date of nomination and the date of election;

7.2.6 the election of *members* must be by the *board* at a meeting to be convened and the *secretary* must keep a record of the names of the members of the *board* present and voting at the meeting and the names of the *ordinary members* elected;

- 7.2.7 the *board* may reject any application for ordinary membership without providing any reason for rejection. The *secretary* must promptly return to rejected applicants the amount of the *application fee* (if any) and *membership fee* lodged with the nomination;
- 7.2.8 the *secretary* must promptly give notice to each elected *ordinary member* of their election;
- 7.2.9 any *application fee* and *membership fee* not already paid by the applicant must be paid by the applicant within 1 *month* of notice of election of membership being given and if either fee is not paid by this time, the *board* may cancel such membership; and
- 7.2.10 every person who has been elected pursuant to this clause 7.2 shall become an *ordinary member* in the relevant category and will be bound by this constitution and the rules and *by-laws* of the *club* in force from time to time.

## 8. Bowling Members

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### 8.1 Definition

A *bowling member* is a person over the age of 18 years who has been elected to bowling membership of the *club* in accordance with clause 7.2

### 8.2 Rights of bowling members

*Bowling members* are entitled to:

- 8.2.1 all the social and playing privileges and advantages of the *club*;
- 8.2.2 introduce *guests* to the *club*.
- 8.2.3 attend and vote at *annual general meetings* and general meetings of the *club*;
- 8.2.4 nominate for and be elected to hold office on the *board*;
- 8.2.5 vote in the election of the *board*;
- 8.2.6 vote on any *special resolution* to amend this constitution;
- 8.2.7 propose, second, or nominate any eligible *member* for any office of the *club*;
- 8.2.8 propose, second or nominate any eligible *member* for life membership; and
- 8.2.9 participate in the management of the *club*.

## 9. Social members

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### 9.1 Definition

A *social member* is a person over the age of 18 years who has been elected to social membership under clause 7.2.

### 9.2 Rights of social members

*Social members* are:

9.2.1 entitled to the rights in clauses 8.2.1 and 8.2.2, but are not entitled to playing privileges; and

9.2.2 not entitled to any of the rights in clauses 8.2.3 to 8.2.9.

## 10. Junior members

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### 10.1 Definition

A *junior member* is a person between the age of 8 and 18 years who has been admitted to junior membership under clause 7.2.

### 10.2 Rights of junior members

*Junior members* are:

10.2.1 entitled to the social and playing privileges and advantages of the *club* as determined by the *board* from time to time; and

10.2.2 not entitled to any of the rights in clauses 8.2.2 to 8.2.9.

## 11. Life members

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### 11.1 Definition

A *life member* is a *bowling member*:

11.1.1 who has rendered at least 10 years meritorious service to the *club*; and

11.1.2 has been granted life membership in accordance with clause 11.2.

### 11.2 Procedure for admission

The procedure for the admission of a *bowling member* as a *life member* is as follows:

11.2.1 applicants for life membership must be nominated in writing by a *bowling member* who is a *financial member* and

seconded by a *bowling member* who is a *financial member*;

- 11.2.2 a nomination for life membership must be in writing in such form as the *board* may require from time to time and submitted to the board secretary at least 28 *days* before an *annual general meeting* or general meeting;
- 11.2.3 the board secretary must promptly submit the nomination to the *board* for approval;
- 11.2.4 if the *board* approves the nomination, it must post the nomination on the *notice board* at least 14 *days* before an *annual general meeting* or general meeting;
- 11.2.5 the *bowling members* who are *financial members* must vote 'yes' or 'no' on the nomination by secret ballot at the *annual general meeting* or the general meeting as the case may be; and
- 11.2.6 if at least two thirds of all *bowling members* eligible to vote and voting at the meeting approve the nomination, the *member* will be admitted as a *life member*.

### **11.3 Rights of life members**

- 11.3.1 *Life members* are not required to pay any *membership fees*.
- 11.3.2 *Life members* have all the rights of a *bowling member*.

## **12. Provisional members**

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### **12.1 Definition**

A *provisional member* is a person who has:

- 12.1.1 completed and submitted a nomination form for ordinary membership of the *club* in accordance with this constitution; and
  - 12.1.2 paid to the *club* any *application fee* and *membership fee*,
- and the *board* has not made a decision in relation to that person's membership of the *club*.

### **12.2 Rights of provisional members**

*Provisional members* have all of the rights of the applicable category of *ordinary member*, except in the case of the category of *bowling member* they are not entitled to:

- 12.2.1 vote at any meeting of the *club*;
- 12.2.2 nominate for or be elected to the *board* or any office of the *club*; or
- 12.2.3 vote in the election of the *board*;

- 12.2.4 propose, second, or nominate any eligible *member* for any office of the *club*;
- 12.2.5 propose, second or nominate any eligible *member* for life membership; or
- 12.2.6 participate in the management of the *club*.

### **12.3 Provisional membership receipt**

A *provisional member* may be issued with a provisional membership receipt or card (*provisional membership receipt*) containing:

- 12.3.1 details of the *provisional member's* name;
- 12.3.2 details of the date on which provisional membership commences and terminates;
- 12.3.3 the signature of a nominee of the *board*; and
- 12.3.4 such other particulars as the *board* may prescribe from time to time.

### **12.4 Provision of identification receipt**

- 12.4.1 A *provisional member* will be required to produce their *provisional membership receipt* at any time if requested to do so by an *officer* or employee of the *club*.
- 12.4.2 If a *provisional member* is unable to produce their *provisional membership receipt*, they must leave the *club* immediately on request by an *officer* or employee of the *club*.

### **12.5 Termination of provisional membership**

Provisional membership:

- 12.5.1 may be terminated at the discretion of the *board* at any time, without giving reasons; and
- 12.5.2 will terminate on the later of:
  - 12.5.2.1 the decision of the *board* in respect of the *provisional member's* application for ordinary membership; or
  - 12.5.2.2 2 *months* from the date of commencement of the provisional membership.

## **13. Honorary Members**

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### **13.1 Definition**

Honorary membership may be conferred by the *board* upon a:

- 13.1.1 patron of the *club*; or

13.1.2 prominent citizen or local dignitary attending the *club* at the invitation of the *board*.

### **13.2 Register of honorary members**

If honorary membership is conferred on a person, the following particulars must be promptly entered by the *secretary* into the *club's* register of *honorary members*:

13.2.1 full name of the *honorary member*;

13.2.2 residential address of the *honorary member*;

13.2.3 the date on which honorary membership is conferred; and

13.2.4 the date on which honorary membership is to cease.

### **13.3 Rights of honorary members**

*Honorary members*:

13.3.1 are not required to pay an *application fee* or *membership fee*; and

13.3.2 may use the social facilities and amenities of the *club* as the *board* may determine from time to time; and

13.3.3 are not entitled to:

13.3.3.1 vote at any meeting of the *club*;

13.3.3.2 nominate for or be elected to the *board* or any office of the *club*; or

13.3.3.3 vote in the election of the *board*;

13.3.3.4 propose, second, or nominate any eligible *member* for any office of the *club*;

13.3.3.5 propose, second or nominate any eligible *member* for life membership; or

13.3.3.6 participate in the management of the *club*.

## **14. Temporary members**

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### **14.1 Definition**

A person is eligible to be a *temporary member* if:

14.1.1 their ordinary place of residence is outside of New South Wales;

14.1.2 their ordinary place of residence is in New South Wales and is more than 5 kilometres from the *club*;

14.1.3 their ordinary place of residence is in New South Wales and

is not more than 5 kilometres from the *club*, but they are a full member of another club which is registered under the *Registered Clubs Act* and which has objects similar to those of the *club*; or

- 14.1.4 a full member of any registered club who, at the invitation of the *board*, attends on any *day* at the *premises* for the purpose of participating in an organised sport or competition to be conducted by the *club* on that *day* from the time on that *day* when he or she so attends the premises of the *club* until the end of that *day*.

<b>Registered Clubs Act Commentary</b>
s4 defines 'full member' in relation to a club, as a person who is an 'ordinary member' or 'life member' of that club. s30(2A) requires that there is to be placed at all times at each entrance on the <i>club premises</i> at which <i>members</i> and <i>guests</i> are permitted to enter: (a) a map that clearly shows the limits of the area within which an ordinary resident is not eligible for temporary membership; (b) the rules of the <i>club</i> that relate to temporary membership; (c) a copy of s30(10) of the <i>Registered Clubs Act</i> ; and (d) a copy of the definition of 'guest' in s4 of the <i>Registered Clubs Act</i> .

## 14.2 Register of temporary members

The *club* must keep a register of *temporary members* in accordance with the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
s30(2) requires that if a <i>temporary member</i> enters the <i>premises</i> , the following particulars must be recorded in the <i>club's</i> register of <i>temporary members</i> : (a) the full name or the surname and initials of the <i>temporary member</i> ; (b) the address of the <i>temporary member</i> ; (c) the date on which <i>temporary membership</i> is conferred; and (d) the signature of the <i>temporary member</i> .

## 14.3 Rights of temporary members

*Temporary members*:

- 14.3.1 are not required to pay an *application fee* or *membership fee*; and
- 14.3.2 will not be entitled to:
- 14.3.2.1 attend or vote at any meeting of the *club*;

- 14.3.2.2 nominate for or be elected to the *board* or any office of the *club*; or
- 14.3.2.3 propose, second, or nominate any eligible *member* for any office of the *club*;
- 14.3.2.4 propose, second or nominate any eligible *member* for life membership;
- 14.3.2.5 participate in the management of the *club*; or
- 14.3.2.6 introduce *guests* into the *club* other than a minor in accordance with clause 19.2.

#### **14.4 Identification card**

A *temporary member* may be issued with a temporary membership card (*temporary membership card*) containing:

- 14.4.1 details of the *temporary member's* name;
- 14.4.2 details of the date on which temporary membership commences and terminates; and
- 14.4.3 such other details as prescribed by the *board* from time to time.

#### **14.5 Provision of identification card**

A *temporary member* will be required to produce their *temporary membership card* at any time if requested to do so by an *officer* or employee of the *club*.

If a *temporary member* is unable to produce their *temporary membership card*, they must leave the *club* immediately on request by an *officer* or employee of the *club*.

#### **14.6 Termination of temporary membership**

The *secretary* or a senior employee of the *club* who is on duty may terminate the membership of any *temporary member* at any time without notice and without having to provide any reason.

## **15. Votes of members**

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### **15.1 Entitlement to vote at general meetings**

Only *bowling members* who are *financial members* are entitled to attend and vote at any general meeting of the *club*.

No *member* of the *club* who is also an employee of the *club* shall be eligible to vote at any general meeting of the *club*.

### **15.2 Method of voting at general meetings**

Subject to clause 37.9, 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 vote.

## 16. Application fees, membership fees and levies

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### 16.1 Membership fee to be determined by the board

*Application fees, membership fees and other payments payable by members shall be as the board may from time to time prescribe, provided that the annual membership fee shall not be less than the minimum subscription provided from time to time by the Registered Clubs Act.*

Registered Clubs Act Commentary
s 30(1)(j) provides that the minimum annual membership fee payable by an ordinary member is \$2.00 as at 24 May 2008.

### 16.2 Payment of annual membership fees

All annual *membership fees* will be due and payable annually in advance on the first of June each year, or more than 1 year in advance where permitted by the *board*.

If any fee remains unpaid for 30 *days* after it is due, the *secretary* will serve notice of the default on the defaulting *member* and if payment is not received within 14 *days* after the date of service of the notice, the defaulting *member* will cease to be a *member* and their name will be removed from the *register*.

### 16.3 Suspension of liability for application fees

The *board*:

16.3.1 may at any time suspend the payment of an *application fee* either generally or in an individual case; and

16.3.2 have the discretionary power to fix, determine or waive the *application fee* payable by any person.

### 16.4 Re-application for membership

Any person who has been removed from membership of the *club* pursuant to clause 20 may reapply for membership in accordance with this constitution.

## 17. Registers of members and guests

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### 17.1 Registers of members and guests

The *club* must keep separate registers of *members* and *guests* in accordance with the *Registered Clubs Act*.

## Registered Clubs Act Commentary

The *club* must keep the following registers for a period of at least 3 years:

- a register of *ordinary and life members*, containing the full name, occupation and address of each *ordinary and life member*, as well as the date on which they last paid the annual *membership fee*. ss30(2)(i), 31(1)(a).
- a register of *honorary members* containing the full name, or surname and initials, and address of each *honorary member*. ss30(2)(j), 31(1)(b)
- a register of persons aged over the age of 18 years who enter the *premises* as *guests of members* containing the full name, or surname and initials, address and signature of each person. ss30(2)(k), 31(1)(c)
- a register of *temporary members* other than *temporary members* referred to in clause 14.1.4 containing the full name or surname and initials, and address of each *temporary member*. ss30(2)(l), 31(1)(d)
- a register of *temporary members* referred to in clause 14.2 containing the full name, or surname and initials, address and signature of each *temporary member*. ss 30(2)(m), 31(1)(e)

## 18. Member details

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### 18.1 Change of member address

*Ordinary members* and *life members* must advise the *secretary* in writing of any change in their address within 7 *days* of changing their address as recorded in the *register*.

## 19. Guests of members

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### 19.1 Honorary members and junior members not to introduce guests

All *members* except *honorary members* and *junior members* may introduce *guests* to the *club*, but a *temporary member* may only introduce a *guest* in accordance with clause 19.2.

### 19.2 Introduction of guests by temporary members

A *temporary member* may bring into the *premises* as the *guest* of that *temporary member* a minor:

- 19.2.1 who at all times while on the *premises* remains in the company and immediate presence of that *temporary member*;
- 19.2.2 who does not remain on the *premises* any longer than that *temporary member*; and
- 19.2.3 in relation to whom the *member* is a responsible adult.

In this clause 19.2, 'responsible adult' has the meaning given to it in

the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
<p>'Responsible adult' is a person of or above the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:</p> <ul style="list-style-type: none"><li>• a parent, step-parent or guardian of the minor;</li><li>• the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis; or</li><li>• a person who for the time being has parental responsibility for the minor. s4</li></ul>

### **19.3 Introduction of guests**

*Members* shall be responsible for the conduct of any *guests* they may introduce to the *club*.

Unless the *guest* is a minor, on each *day* that a *member* first brings a guest into the *club* that *member* must:

19.3.1 enter in the register of *guests* the full name and address of the *guest*; and

19.3.2 countersign the entry in the register of *guests*.

### **19.4 Restriction on guests**

*Members* must not:

19.4.1 introduce *guests* more frequently or in greater number than as provided in the *by-laws*;

19.4.2 introduce any person as a *guest* who:

19.4.2.1 is suspended from the *club*;

19.4.2.2 has been expelled or suspended from the *club* pursuant to clause 20: or

19.4.2.3 has been refused admission to or turned out of the *club* pursuant to clause 23.

### **19.5 By-laws relating to guests**

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 *premises*.

### **19.6 Conduct of guests on club premises**

*Guests* must:

19.6.1 not be supplied with liquor on the *premises* of the *club* except on the invitation of and in the company of a *member*;

19.6.2 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*; and

19.6.3 not remain on the *premises* any longer than the *member* who countersigned the entry in the register of *guests* in respect of that *guest*.

The *secretary* or a senior employee of the *club* who is on duty may refuse a *guest's* admission to the *club* or require a *guest* to leave the *premises* or part of the *premises* without giving any reason.

## **20. Membership disciplinary proceedings**

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### **20.1 Power to reprimand, suspend or expel**

Subject to this clause 20, the *board* may reprimand, suspend, expel or accept the resignation of any *member*, if that *member*, in the reasonable opinion of the *board*:

20.1.1 has wilfully refused or neglected to comply with any of the provisions of this constitution or *by-laws*;

20.1.2 is guilty of any conduct prejudicial to the interests of the *club*;  
or

20.1.3 is guilty of conduct which is unbecoming of a *member*.

### **20.2 Notification of conduct**

The *secretary* must give 7 *days* written notice to a *member* of:

20.2.1 any charge against the *member* pursuant to clause 20.1;

20.2.2 the substance and circumstances of the charge (including the date and approximate time of the conduct the subject of the charge);

20.2.3 the date, time and place of the hearing of the charge,

and the hearing must take place within 1 *month* of the date of the alleged offence or the date on which the charge is laid, whichever is the latest.

### **20.3 Right of appearance at conduct meeting**

The *member* charged will be entitled:

20.3.1 to attend the hearing and make oral submissions for the purpose of answering the charge;

20.3.2 to be in attendance at the hearing to hear any evidence of others in relation to the charge;

20.3.3 to submit to the meeting written representations for the purpose of answering the charge,

and the *board* must make a decision based on any written, visual or oral evidence put before it.

#### **20.4 Suspension pending conduct hearing**

If a notice of charge is issued to a *member* pursuant to clause 20.2, the *board* may, by resolution, suspend that *member* from all rights and privileges as a *member* of the *club*:

20.4.1 until the charge is heard and determined; or

20.4.2 for 5 weeks,

whichever is the earlier, and the *secretary* must promptly notify the *member* of the suspension.

#### **20.5 Failure by member to appear at conduct meeting**

If the *member* fails to attend the conduct meeting,

20.5.1 the charge may be heard and dealt with by the *board*; and

20.5.2 the *board* may make a decision based on the evidence before it, having regard to any representations which may have been made to it in writing by the *member* charged.

#### **20.6 Procedure for determination by the board**

After the *board* has considered the written, visual or oral evidence (as the case may be) put before it, the *board* must come to a decision as to whether the *member* is guilty or not of the charge:

20.6.1 if the *member* charged is at the meeting, the *board* must inform the *member* whether or not they have been found guilty of the charge;

20.6.2 if the *member* charged has been found guilty and is at the meeting, the *member* must be given a further opportunity at the meeting to address the *board* in relation to the appropriate penalty for the charge of which the *member* has been found guilty; and

20.6.3 if the *member* charged has been found guilty and is not at the meeting, the *board* may determine an appropriate penalty for the charge in the absence of the *member*, and the *secretary* must promptly inform the *member* in writing of the *board's* decision.

#### **20.7 Decision of the board**

No motion by the *board* to reprimand, suspend or expel a *member* shall be passed unless a majority of the *directors* present in person vote in favour of such motion.

The decision by the *board* will be final and the *board* shall not be required to give any reason for its decision.

#### **20.8 Effect of suspension**

If a *member* is suspended pursuant to this clause 20, then during the period of such suspension they will not be entitled to:

- 20.8.1 attend at the *premises* for any purpose without the permission of the *board*;
- 20.8.2 participate in any of the social or sporting activities of the *club*;
- 20.8.3 attend or vote at any meeting of the *club*;
- 20.8.4 vote in the election of the *board*;
- 20.8.5 nominate, be elected or appointed to or hold a position on the *board*;
- 20.8.6 propose, second or nominate any eligible *member* for any office of the *club*;
- 20.8.7 propose, second or nominate any eligible *member* for life membership; or
- 20.8.8 participate in the management of the *club*.

## **21. Resignation and cessation of membership**

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### **21.1 Written notice of resignation**

A *member* may at any time by giving notice in writing to the *secretary* resign from their membership of the *club* and the resignation will take effect from the date on which the notice is received by the *secretary*.

### **21.2 Liability for membership fees**

Any *member* who has resigned pursuant to this clause 21 will not be entitled to any refund of any *membership fees* unless the *board* considers that there are circumstances warranting the payment of the unexpired portion of the *member's membership fees* from the date of resignation.

## **22. Application of property on dissolution**

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### **22.1 Member's liability**

The liability of the *members* is limited as set out in this clause 22.

### **22.2 Member's guarantee**

Each *member* undertakes to contribute an amount not exceeding \$5 if the *club* is wound up:

22.2.1 while they are a *member*; or

22.2.2 within one year of the date that they cease to be a *member*.

### 22.3 Application of contribution

The contribution referred to in clause 22.2 shall be for the:

22.3.1 payment of the debts and liabilities of the *club* contracted before the *member* ceased to be a *member*; and

22.3.2 costs, charges and expenses of winding up.

### 22.4 Surplus on winding up

If the *club* is wound up or dissolved and after the satisfaction of all the *club's* debts and liabilities, any property of the *club* remains, that property shall:

22.4.1 not be transferred, paid to or distributed among the *members*; and

22.4.2 be given or transferred to an institution or institutions having objects similar to the objects of the *club* and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the *club*.

### 22.5 Transfer to institutions

The institution or institutions referred to in clause 22.4.2 shall be determined by:

22.5.1 the *bowling members* in general meeting (by ordinary resolution) at or before the time of dissolution; or

22.5.2 the Supreme Court of New South Wales after the time of dissolution.

## 23. Removal of persons from the premises of the club

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### 23.1 Removal of persons from the premises of the club

The *secretary*, a senior employee, or an employee authorised by the *secretary* in writing to exercise such power, may:

23.1.1 refuse to admit to the *club*; or

23.1.2 may remove or cause to be removed from the *premises*,

certain persons (including *members*) in accordance with the *Liquor Act*.

Liquor Act Commentary
Persons who may be refused admission to or removed from the <i>club's premises</i> include any person: <ul style="list-style-type: none"><li>• who is then intoxicated, violent, quarrelsome or disorderly;</li><li>• whose presence on the premises of the <i>club</i> renders the <i>club</i> or the <i>secretary</i> liable to a penalty under the <i>Registered Clubs Act</i>;</li></ul>

- who smokes, within the meaning of the *Smoke-free Environment Act 2000* , while on any part of the *premises* that is a smoke-free area within the meaning of that Act;
- who uses, or has in his or her possession, while on the *premises* any substance that the *secretary* or employee of the *club* suspects of being a prohibited plant or a prohibited drug within the meaning of the *Drug Misuse and Trafficking Act 1985* , or
- whom the *club*, under the conditions of its certificate of registration, or a term (of the kind referred to in section 76A (1)) of a local liquor accord, is authorised or required to refuse access to the *club*. s77

### **23.2 Subsequent refusal or removal**

If a person (including a *member*) has been refused admission to, or has been removed from the *premises* of the *club* under clause 23, the *secretary*, a senior employee, or an employee authorised by the *secretary* in writing to exercise such power, may at any subsequent time:

23.2.1 refuse to admit that person into the *premises*; or

23.2.2 remove or cause the person to be removed from the *premises*.

### **23.3 Reasonable force**

For the purpose of clause 23.2.2 such reasonable force as may be necessary may be used to remove a person from the *premises*.

## **24. Board of directors**

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### **24.1 Composition of the board**

24.1.1 The *board* shall consist of not less than 12 and not more than 12 *directors* who must be *bowling members* and *financial members*.

### **24.2 President and other office holders**

24.2.1 The 6 *board* positions of *president*, 2 *vice presidents*, 1 honorary treasurer, 1 board secretary and 1 bowls co-ordinator will be held by 6 of the *directors* and they will be elected by the *members* in those specific positions.

24.2.2 The *bowling members* will also elect 6 ordinary *directors*.

24.2.3 The *directors* (including those *directors* holding the *board* positions in 24.2.1) shall hold their respective offices until the next *annual general meeting*, unless otherwise disqualified.

### **24.3 Eligibility Criteria**

24.3.1 Any *bowling member* who is a *financial member* is entitled to stand for and be elected or appointed to the *board* provided

that they are not:

24.3.1.1 an employee of the *club*; or

24.3.1.2 currently under suspension pursuant to clause 20.

## 25. Election of the board

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### 25.1 Procedure

The election of the *board* shall be conducted in the following manner:

25.1.1 nominations for the election to the *board* (*board nominations*) will close on the *day* that is 14 *days* prior to the date fixed for the *annual general meeting* and *board nominations* must be delivered to the *secretary* on or before that *day*;

25.1.2 *board nominations* must be in writing in the form required by the *board* from time to time and signed by 2 *bowling members* who are *financial members* and by the nominee;

25.1.3 notice of the date and time of the last *day* for receiving nominations for election to the *board* (*board nominations*) shall be prominently posted on the *notice board* at least 21 *days* prior to the date fixed for the *annual general meeting* and shall remain on the *notice board* until nominations close;

25.1.4 a list of the candidate's names in random order, together with the relevant proposers' names and the *board* positions nominated for must be displayed on the *noticeboard* for at least 7 *days* prior to the *annual general meeting*;

25.1.5 the *bowling members* who are *financial members* who comprise a majority of the *bowling member* total membership shall elect the *board* from the persons nominated;

25.1.6 if:

25.1.6.1 there are less *board nominations* than available positions on the *board*:

- those candidates who are nominated shall be declared elected;
- the *board* may call for nominations at the *annual general meeting*;
- the remaining positions may be filled by *bowling members* that are *financial members* nominated by 2 *bowling members* that are *financial members*, and elected in accordance with clause 25.1.5;

- if there are insufficient nominations at the *annual general meeting* to fill the positions then the *board* may appoint any eligible person to fill a vacancy in the *board* under clause 31.1.1 either at or after the *annual general meeting*;
- 25.1.6.2 there is an equal amount of *board nominations* to available positions on the *board*, then those candidates who are nominated shall be elected; or
- 25.1.6.3 if there are more *board nominations* than available positions on the *board*, then an election by the eligible *members* shall take place.
- 25.1.7 an election by ballot of the eligible *members* for the *board* shall be conducted in such a manner as may be determined by the *board*.

## 26. Powers of the board

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### 26.1 General powers

The *board* shall:

- 26.1.1 manage the business and affairs of the *club* and the custody and control of its property and funds; and
- 26.1.2 exercise its powers and do all such things that the *club* is by this constitution, the *Registered Clubs Act* or it is otherwise authorised to exercise and do and which is not required to be exercised by the *club* in general meeting.

<b>Corporations Act Commentary</b>
<p>A number of matters cannot be determined by the <i>board</i> and must be approved by the members in general meeting, including:</p> <ul style="list-style-type: none"> <li>• changes to the <i>club's</i> constitution – s136</li> <li>• changes to the <i>club's</i> name – s157</li> <li>• change of company type – s162(1)(a)</li> <li>• variation or cancellation of the rights of members – s246B</li> <li>• issue of shares amounting to a variation of class rights – s246C</li> <li>• share issues by public companies to related parties – Chapter 2E</li> <li>• certain share buybacks – s257B</li> <li>• reductions of share capital – s256B</li> <li>• cancellation of forfeited shares – s258D</li> <li>• removal of <i>directors</i> – s203D</li> <li>• appointment and removal of auditors – ss327 and 329</li> <li>• the giving of a financial benefit by the <i>club</i> to a related party – s208</li> <li>• winding up of the <i>club</i> – s 461(1)(a)</li> </ul>



### 26.2 Specific powers

Without limiting the general powers in clause 26.1, the *board* will have the following powers from time to time:

- 26.2.1 to make, alter and repeal *by-laws* pursuant to this constitution;
- 26.2.2 to enforce or procure the enforcement of all *by-laws* by suspension from enjoyment of the *club* privileges or any of them or otherwise as the *board* thinks fit;
- 26.2.3 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;
- 26.2.4 to secure the fulfilment of any contract or arrangement entered into by the *club* by mortgaging or charging all or any of the property of the *club* as it shall think fit;
- 26.2.5 to institute, conduct, defend, compound or abandon any legal proceedings by or against the *club* or its *officers* or otherwise concerning the affairs of the *club* and also to compound or allow time for payment and satisfaction of any debts due to any *claims* by or against the *club* and to refer any *claims* by or against the *club* to mediation or arbitration and to observe and perform the award;
- 26.2.6 to determine who is entitled to sign or endorse on the *club's* behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments;
- 26.2.7 to invest and deal with any of the moneys of the *club* not immediately required for the purposes of the *club* upon such securities and in such manner as the *board* may think fit and from time to time to vary or realise such investments;
- 26.2.8 from time to time at its discretion to borrow or secure the payment of any sum of money for the purposes of the *club* and raise or secure the payment of such sum in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge on or over all or any part of the *club's* property, both present and future;
- 26.2.9 to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the *club* or to which the *club* may be entitled from time to time, subject to the provisions of the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
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The <i>club</i> must not dispose of any core property (being real property owned or occupied by the <i>club</i> comprising the defined premises of the <i>club</i> , and facility provided by the <i>club</i> for the use of its <i>members</i> and guests or any other property declared by resolution of <i>members</i> to be core property) of the <i>club</i> unless:
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(a) the disposal has first been approved at a general meeting of the *ordinary members* of the *club* at which a majority of the votes cast supported the approval;

(b) the disposal is by way of public auction or open tender conducted by an independent real estate agent or auctioneer (subject to the requirements of any other Act or law), and

(c) in the case of a sale of land, the *club* has first obtained a valuation of the land from a registered valuer within the meaning of the *Valuers Act 2003*.

-s41J

'Dispose' means to sell, lease or license the property or otherwise deal with the property as may be prescribed by the *Registered Clubs Regulation*.

s471 of the *Registered Clubs Regulation* sets out exemptions from the provisions of s41J.

26.2.10 to appoint, discharge and arrange the duties and powers of the *secretary*, to determine the remuneration and terms of employment of the *secretary*, and to specify and define the duties of the *secretary*;

26.2.11 to set the *application fees* and *membership fees* payable by all *members*;

26.2.12 to fix the maximum number of person who may be admitted to each class of membership of the *club* in accordance with this constitution; and

26.2.13 to engage, appoint, control, remove, suspend and dismiss such managers, officers, representatives, agents and employees as it may from time to time think fit and determine the duties, pay remuneration or other entitlements;

26.2.14 to impose any restriction or limitation on the rights and privileges of a *member* or *guest* relating to their use of the *premises* or their behaviour or dress while on the *premises*;

26.2.15 to repay reasonably incurred actual out of pocket expenses incurred by any member of the *board*; and

26.2.16 to fix a charge for the use of the property or services of the *club* by its *members* and may at any time amend or remove such charges.

### **26.3 Committees**

In addition to the powers in clause 26.1 and 26.2, the *board* shall have power from time to time to delegate any of its powers to committees consisting of any combination of:

26.3.1 a *director*;

26.3.2 a *member*,

26.3.3 an employee; or

26.3.4 a person who is not a *member* but who has a particular skill or expertise which they will apply to a committee.

The *board* shall also have the power from time to time to revoke any such delegation.

#### **26.4 Operation of committee**

Any committee formed under clause 26.3 shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the *board* may from time to time impose.

#### **26.5 President a member of all committees**

The *president* shall be ex officio a member of all such committees and may nominate a *director* to represent them on such committees.

#### **26.6 Meetings of committees**

Any committee may meet and adjourn as it thinks proper.

Questions arising at any meeting of a committee shall be determined by a majority of votes of the *members* of the committee present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.

#### **26.7 Minutes of meetings of committees**

Any committee shall make minutes of its meetings and will forthwith submit those minutes to the *board* and the *board* will retain those minutes as if they were minutes of the *board*.

## **27. By laws**

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#### **27.1 By-laws**

The *board* may:

27.1.1 make any *by-laws* not inconsistent with this constitution as, in the opinion of the *board*, are necessary or desirable for the proper conduct and management of the *club*; and

27.1.2 and may amend or repeal any *by-laws*.

Any *by-law* made under this clause 27.1 shall come into force and be fully operative upon the posting of an appropriate notice containing the *by-law* on the *notice board*.

#### **27.2 Copy of by-laws available to members**

The *board* shall make available a copy of the *by-laws* to any *member* on request and without charge to that *member*.

## 28. Board meetings

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### 28.1 Frequency and records of board meetings

- 28.1.1 The *board* must meet at least once in each *month* for the transaction of business of the *club*.
- 28.1.2 The *president* may at any time and the *secretary* upon the request of not less than 2 *directors* shall convene a meeting of the *board*.
- 28.1.3 A record of all *directors* present at each *board* meeting and minutes of all resolutions and proceedings of the *board* shall be entered in a minute book provided for that purpose.

### 28.2 Quorum

The quorum for *board* meetings shall be 3 *directors* or such greater number as determined by the *board* from time to time,

### 28.3 Chairperson at board meetings

- 28.3.1 The *president* shall preside as chairperson at every meeting of the board.
- 28.3.2 If the *president* is not present or is unwilling or unable to act, then a vice president shall preside as the chairperson.
- 28.3.3 If a vice president is not present or is unwilling or unable to act, then the *directors* present shall elect a *director* to be the chairperson at the meeting.

### 28.4 Voting at board meetings

- 28.4.1 Questions arising at any *board* meeting shall be decided by a majority of votes and a determination by a majority of the *board* shall for all purposes be deemed a determination of the *board*.
- 28.4.2 If there is an equality of votes the chairperson of the meeting shall have a second and casting vote.

### 28.5 Written resolutions of the board

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

## 29. Interests by directors

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### 29.1 Declarations of interests

Any *director* who:

- 29.1.1 has a material personal interest in a matter that relates to the affairs of the *club*;
- 29.1.2 has or acquires a financial interest in respect of a hotel; or
- 29.1.3 receives any gift from an affiliated body if the value exceeds the amount prescribed by the *Registered Clubs Act*,

must give disclosure of the interest in accordance with the *Registered Clubs Act* and otherwise comply with that Act.

#### Registered Clubs Act Commentary

If a *director* has a material personal interest in a matter that relates to the affairs of the *club*, they must declare the interest at a *board* meeting as soon as practicable after the relevant facts have come to the *director's* knowledge and if the interest relates to a matter that is being considered at the *board* meeting, the *director* must not vote on the matter, nor be present while the matter is being considered at the meeting – s41C

If a *director* has or acquires a financial interest in respect of a hotel, they must give written declaration of the interest to the *secretary* within 14 *days* of acquiring the interest or becoming a *director* as the case may be – s41D

If a *director* receives a gift from an affiliated body (as defined in the Act) of more than \$500, they must declare it to the *secretary* within 14 *days* of receipt – s41E

A *director* must submit a written return each year to the *club* declaring gifts received by that *director* from a person or organisation that is party to a contract or commercial arrangement with the *club* – s41F

#### Corporations Act Commentary

The same prohibition is contained in the *Corporations Act*. There are exceptions to this prohibition, including:

- where the other *directors* have voted to approve the participation of the director on the basis that the interest has been disclosed and should not disqualify the *director* from voting; and
- where ASIC approval has been obtained.

- s195.

### 29.2 Register of declarations of interests

The *secretary* must keep a register of disclosures, declarations and returns made to the *club* under Division 2 of the *Registered Clubs Act*, as required by the *Registered Clubs Act*.

## 30. Contracts with directors and secretary

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### 30.1 Contracts with directors

Subject to the *Registered Clubs Act*, the *club* must not enter into a commercial arrangement or a contract with a *director* or with a company or other body in which a *director* has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the *board*.

#### Registered Clubs Act Commentary

'Pecuniary interest' is not defined in the Act.

This clause does not apply to a pecuniary interest if there are guidelines prescribed by the *Registered Clubs Regulation* and in force 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 the subsection applies.

As at 24 May 2008 there are no guidelines prescribed by the *Registered Clubs Regulation* - s41K

### 30.2 Effect of disclosure of director contracts

Provided that clauses 29 and 30.1 have been complied with:

- 30.2.1 the *director* shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract;
- 30.2.2 the commercial arrangement or a contract shall not, by reason of that *director's* interest, be avoided; and
- 30.2.3 the *director* shall not be liable to account to the *club* for any profit realised by that commercial arrangement or contract.

### 30.3 Contracts with the secretary

Except as permitted by the *Registered Clubs Act*, the *club* must not enter into a commercial arrangement or contract for the provision of goods or services with:

- 30.3.1 the *secretary*; or
- 30.3.2 any close relative of the *secretary*; or
- 30.3.3 any company or other body in which the *secretary* or a close relative of the *secretary* has a controlling interest.

#### Registered Clubs Act Commentary

'Close relative' and 'controlling interest' have the meanings given to them in ss 41B and 41L.

**30.4** Clause 30.3 does not prevent the *club* entering into a contract with any of the above persons which is:

30.4.1 a contract of employment; or

30.4.2 a contract permitted by the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
The <i>club</i> is not prevented from entering into contracts as a result of an open tender process conducted by the <i>club</i> if the <i>premises</i> where the goods and services are to be provided are not situated in the metropolitan area.
'metropolitan area' includes the statistical local area of Wollongong (Statistical Local Area 8450, and includes the <i>premises</i> - s41L of the Act and s47J of the <i>Registered Clubs Regulation</i>

## **31. Removal of directors from office**

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### **31.1 Removal by members in general meeting**

The *bowling members* who are *financial members* in general meeting may by ordinary resolution:

31.1.1 remove from office any *director*, *directors* or the whole of the *board* before the expiration of their period of office; and

31.1.2 appoint another person or persons in their stead provided any person so appointed is eligible to be a *director* in accordance with this constitution.

Any person appointed pursuant to this clause 31.1 shall hold office during such time only as the person whose place they are appointed would have held if they had not been so removed.

### **31.2 Notice requirements**

Notice of the intention to move a resolution to remove a *director* of the *board* from office must be given to the *club* at least *2 months* before the meeting at which the resolution is to be considered and voted on.

<b>Corporations Act Commentary</b>
s203D sets out the procedure required in relation to a meeting contemplated by this clause.

## **32. Vacancies on board**

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### **32.1 Automatic vacancy of office**

The office of a *director* of the *board* shall automatically be vacated if the person holding that office:

32.1.1 becomes insolvent;

32.1.2 becomes disqualified from holding office under the *Corporations Act*;

Corporations Act Commentary
s206B sets out the circumstances where a person will be disqualified from managing a corporation

32.1.3 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;

32.1.4 is absent from meetings of the *board* for a continuous period of 3 *months* without leave of absence from the *board* and the *board* resolves that the office be vacated;

32.1.5 by notice in writing given to the *secretary* resigns from office as a *director*;

32.1.6 is disqualified from holding office as a *director* pursuant to any order or declaration made under the *Registered Clubs Act*;

32.1.7 ceases to be a *member* of the *club*;

32.1.8 is suspended from being a *member* of the *club*; or

32.1.9 becomes an employee of the *club*.

### 32.2 Casual Vacancies

32.2.1 The *board* may appoint any eligible person to the *board* to fill a casual vacancy and the person so appointed shall hold office until the next *annual general meeting*.

32.2.2 A casual vacancy in the office of *president* shall be filled by either of the vice presidents and a casual vacancy in the office of vice president shall be filled by a member of the *board* elected by the *board* by simple majority.

## 33. General meetings

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### 33.1 General meetings

A general meeting called the *annual general meeting* shall be held once at least in every calendar year at such time and place as may be determined by the *board* but within 5 *months* of the close of the *financial year*.

All meetings other than *annual general meetings* shall be called general meetings.

### **33.2 Calling of general meetings**

The *board*:

- 33.2.1 may whenever it considers fit call and arrange to hold a general meeting of the *club*; and
- 33.2.2 must call and arrange to hold a general meeting of the *club* on a request that complies with clause 33.3 of:
  - 33.2.2.1 *members* with at least 5% of the votes that may be cast at the general meeting; or
  - 33.2.2.2 at least 100 *members* who are entitled to vote at the general meeting (*request*).

### **33.3 Request for general meeting**

A *request* must:

- 33.3.1 be in writing;
- 33.3.2 state any resolution to be proposed at the general meeting;
- 33.3.3 be signed by the *members* making the *request*; and
- 33.3.4 be given to the *secretary*.

Separate copies of a document setting out the *request* may be used for signing by the *members* if the wording of the *request* is identical in each copy.

### **33.4 Board must call general meeting**

The *board* must call the general meeting within 21 *days* after the *request* is given to the *secretary*.

The general meeting is to be held not later than 2 *months* after the *request* is given to the *secretary*.

### **33.5 Members may call general meeting**

*Members* with more than 50% of the votes of all the *members* who made the *request* may call and arrange to hold a general meeting if the *board* do not do so within 21 *days* after the *request* is given to the *secretary*.

A meeting called by the *members* under this clause must be called in the same way, so far as is possible, in which general meetings of the *club* are to be called and must be held not later than 3 *months* after the *request* is given to the *secretary*.

### **33.6 Obligations of club when general meeting called by members**

If the *members* propose to call a meeting under clause 33.5, the *club* must:

- 33.6.1 promptly provide a copy of the *register of members* without charge;

33.6.2 pay the reasonable costs and expenses of the *members* incurred because the *board* failed to call and arrange to hold the meeting.

### **33.7 Recovery from directors**

The *club*:

33.7.1 may recover the amounts paid under clause 33.6.2 from the *directors* of the *club* and the *directors* are jointly and severally liable for these amounts; and

33.7.2 cannot recover any amount paid under clause 33.6.2 from a *director* if that *director* proves that they took all reasonable steps to cause the *board* to comply with clause 33.4.

### **33.8 Notice of general meetings**

At least 21 *days*' notice in writing of an *annual general meeting* or a general meeting must be given:

33.8.1 to all *bowling members* who are entitled to attend and vote at that meeting; and

33.8.2 to the auditor.

### **33.9 Requirements for notice of general meetings**

A notice of a general meeting of the *club's members* must comply with the *Corporations Act*.

<b>Corporations Act Commentary</b>
s249L(1) requires that a notice of general meeting must:  (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);  (b) state the general nature of the meeting's business; and  (c) if a <i>special resolution</i> is to be proposed at the meeting--set out an intention to propose the <i>special resolution</i> and state the resolution.

### **33.10 Notice of general meeting of members to be placed on notice board**

A copy of a notice of a general meeting of the *members* of the *club* (including an *annual general meeting*) must be posted on the *notice board* for a period of not less than 21 *days* prior to the date of the meeting.

### **33.11 Effect of failure to give notice**

The:

33.11.1 accidental omission to give notice of a meeting;

33.11.2 the non-receipt by any person of notice of a meeting; or

33.11.3 the omission to post a copy of a notice of the meeting on the *notice board*,

shall not invalidate any proceedings at a general meeting unless such proceedings are declared void pursuant to the *Corporations Act*.

Corporations Act Commentary
The Court may, on the application of the person concerned, a person entitled to attend the meeting or ASIC, order that proceedings at the meeting are void - s1322

## 34. Annual general meeting

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### 34.1 Business of the annual general meeting

The business of the *annual general meeting* shall be as follows:

34.1.1 to confirm the minutes of the previous *annual general meeting*;

34.1.2 to receive and consider the reports;

34.1.3 to conduct the election of the *board*;

34.1.4 to appoint an auditor or auditors in the event that there is a vacancy in the office of auditor;

34.1.5 to approve the reimbursement of *directors'* expenses and the payment of honorariums (if any); and

34.1.6 to deal with any other business of which due notice has been given to the *members*.

### 34.2 Member participation in annual general meeting

The chairperson of the *annual general meeting* must allow a reasonable opportunity for the *members* as a whole at the meeting:

34.2.1 to ask questions about or make comments on the management of the *club*; and

34.2.2 if the *club's* auditor or a representative of the *club's* auditor is at the meeting, to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

## 35. Members' resolutions

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### 35.1 Members may submit items of business for annual general meeting

35.1.1 *Members* may submit items of business and notices of motion which they wish to have included in the business of

the *annual general meeting*.

35.1.2 All such items of business and notices of motion must be in writing and received by the *secretary* at least 42 *days* prior to the date fixed for the *annual general meeting*.

### **35.2 Notice of items of business for annual general meeting**

The *secretary* shall forward all items of business and notices of motion referred to in clause 35.1 to the *board* and the *board* shall have absolute discretion as to whether to include those items of business and/or notices of motion in the notice of the *annual general meeting* that is sent to *members*.

### **35.3 Resolutions by members**

The following *members* may give the *secretary* notice of a resolution that they propose to move at a general meeting:

35.3.1 *members* with at least 5% of the votes that may be cast on the resolution; or

35.3.2 at least 100 *members* who are entitled to vote at a general meeting.

The percentage of votes that *members* have is to be worked out as at the midnight before the *members* give the notice to the *secretary*.

### **35.4 Notice of resolution**

The notice in clause 35.3 must:

35.4.1 be in writing;

35.4.2 set out the wording of the proposed resolution; and

35.4.3 be signed by the *members* proposing to move the resolution.

Separate copies of a document setting out the notice may be used for signing by *members* if the wording of the notice is identical in each copy.

### **35.5 Resolution to be considered at general meeting**

If the *secretary* has been given notice of a resolution under clause 35.3, the resolution must be considered at the next general meeting that occurs more than 2 *months* after the notice is given.

### **35.6 Notice to be given of resolution**

The *club* must give all of its *members* notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

### **35.7 Liability for costs of giving notice of resolution**

35.7.1 The *club* is responsible for the cost of giving *members* notice of the resolution if the *club* receives the notice in time to send it out to *members* with the notice of meeting.

35.7.2 The *members* requesting the resolution are jointly and separately liable for the expenses reasonably incurred by the *club* in giving *members* notice of the resolution if the *club* does not receive the *members'* notice in time to send it out with the notice of meeting, however at a general meeting, the *members* present and entitled to vote may resolve that the *club* meet the expense itself.

### **35.8 Defective resolutions**

The *club* need not give notice of any resolution:

35.8.1 if it is more than 1,000 words long;

35.8.2 if it is defamatory;

35.8.3 if it is contrary to the constitution or law; or

35.8.4 if the *members* making the request are to bear the expenses of sending the notice out – unless the *members* give the *club* a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

### **35.9 Statement by members**

*Members* may request the *club* to give to all of its *members* a statement provided by the *members* making the request about:

35.9.1 a resolution that is proposed to be moved at a general meeting; or

35.9.2 any other matter that may be properly considered at a general meeting.

The request must be made by:

35.9.3 *members* with at least 5% of the votes that may be cast on the resolution; or

35.9.4 at least 100 *members* who are entitled to vote at the meeting.

The percentage of votes that *members* have is to be worked out as at the midnight before the request is given to the *secretary*.

### **35.10 Request by members**

A request under clause 35.9 must be:

35.10.1 in writing; and

35.10.2 signed by the *members* making the request; and

35.10.3 given to the *secretary*.

Separate copies of a document setting out the request may be used for signing by *members* if the wording of the request is identical in each copy.

## **35.11 Notice of the request**

- 35.11.1 After receiving the request, the *club* must distribute to all its *members* a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 35.11.2 The *club* is responsible for the cost of making the distribution if the *secretary* receives the statement in time to send it out to *members* with the notice of meeting.
- 35.11.3 The *members* making the request are jointly and individually liable for the expenses reasonably incurred by the *club* in making the distribution if the *club* does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the *club* may resolve to meet the expenses itself.
- 35.11.4 The *club* need not comply with the request:
- 35.11.4.1 if the statement is more than 1,000 words long or defamatory; or
  - 35.11.4.2 if the *members* making the request are responsible for the expenses of the distribution – unless the *members* give the *club* a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

## **36. Auditor**

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- 36.1** The *club's* auditor shall be given notice of all general meetings at the same time as such notice is given to the *members* and is entitled to attend any general meeting of the *club*.
- 36.2** The auditor 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.
- 36.3** The auditor is entitled to be heard even if:
- 36.3.1 the auditor retires at the meeting; or
  - 36.3.2 the meeting passes a resolution to remove the auditor from office.
- 36.4** The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

## 37. Procedure at general meetings

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### 37.1 President

37.1.1 The *president* shall, if present, preside at all general meetings of the *club* as chairperson.

37.1.2 If the *president* is not present within 30 minutes after the time appointed for holding the meeting or is unwilling or unable to act then either of the vice presidents shall preside as chairperson of the meeting.

37.1.3 If a vice president is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the *members* of the *club* present shall elect a member of the *board* to preside as chairperson of the meeting.

### 37.2 Quorum

37.2.1 No business shall be transacted at any general meeting of *members* unless a quorum of *members* is present.

37.2.2 At any general meeting of the *club* (including an *annual general meeting*), 25 *bowling members* who are *financial members* present in person and eligible to vote shall be a quorum.

### 37.3 Quorum not present

If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall:

37.3.1 be dissolved if it was convened at the request of *members* pursuant to clause 33.5; or

37.3.2 stand adjourned to the same *day* in the next week at the same time and place or to such other *day* time and place as the *board* may determine.

### 37.4 Quorum at adjourned meeting

If at any meeting adjourned pursuant to clause 37.3.2 a quorum is not present, the *bowling members* who are *financial members* present shall be a quorum and may transact any business for which the meeting was called.

### 37.5 Voting at general meeting

Every question submitted to a meeting other than a *special resolution* shall be decided by a simple majority of votes from those *bowling members* who are *financial members* present and voting and counted on a show of hands except:

37.5.1 the election of the *board*; or

37.5.2 the election of any *officer*,

which shall be by ballot.

### **37.6 Matters on which a poll may be demanded**

A poll may be demanded on any resolution by:

37.6.1.1 at least 3 *members* entitled to vote on the resolution;

37.6.1.2 *members* with at least 5% of the votes that may be cast on the resolution on a poll; or

37.6.1.3 the *president*.

The poll may be demanded:

37.6.1.4 before a vote is taken;

37.6.1.5 before the voting results on a show of hands are declared;  
or

37.6.1.6 immediately after the voting results on a show of hands are declared.

The percentage of votes that *members* have is to be worked out as at the midnight before the poll is demanded.

### **37.7 Chairperson's casting vote**

In the case of an equality of votes whether on a show of hands or on a ballot, the chairperson of the meeting shall have a second or casting vote.

### **37.8 Declaration by chairperson**

At any general meeting a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the *club* shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against such resolution.

### **37.9 Proxy voting prohibited**

A person shall not:

37.9.1 attend or vote at any meeting of the *club* or of *the board* or of any committee; or

37.9.2 vote at an election including an election of a *member* or of the *board*;

as the proxy of another person.

### **37.10 Adjournment of general meeting**

37.10.1 The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

37.10.2 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **37.11 Effect of resolutions**

A resolution passed at a meeting resumed after an adjournment 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.

### **37.12 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **37.13 Conduct at general meeting**

The following shall apply to all general meetings:

37.13.1 no *member* shall address the meeting unless called upon by the chairperson;

37.13.2 all speakers shall rise and address the chair;

37.13.3 no *member* shall be allowed to interrupt another *member* while they are speaking, but the chairperson may interrupt or prevent a *member* from continuing who is not speaking on the subject matter before the meeting;

37.13.4 a *member* is permitted to rise to a 'point of order' and address his remarks to the chairperson who shall decide on the merits of the objection. A *member* speaking when the point of order is raised shall resume their seat until the chairperson gives his decision;

37.13.5 no *member* shall remain standing when the chairperson addresses the meeting or gives a ruling;

37.13.6 a motion and an amendment having been duly proposed and seconded no further amendment shall be received by the chairperson until one of the former has been disposed of but *members* may indicate further amendments before the existing amendment is disposed of;

37.13.7 no *member* shall be permitted to speak more than once to any question before the chairperson except by the consent of the chairperson by the way of personal explanation or by consent of the meeting;

37.13.8 unless otherwise decided by the meeting, no *member* may

speak on a subject longer than 3 minutes;

37.13.9 when 2 speakers have spoken in favour of the motion the chairperson may call up 2 other speakers who are against the motion;

37.13.10 any *member* not satisfied with the result of the voting may call for a recount or that a division shall be taken and 2 scrutineers appointed, 1 of whom shall be the *member* demanding the recount or division;

37.13.11 motions discussed and voted upon shall not be re-considered at the same meeting; and

37.13.12 no discussion shall be allowed except on a motion or an amendment duly proposed and seconded.

## **38. Minutes**

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### **38.1 Record of minutes**

The *club* must keep minute books in which it records:

38.1.1 proceedings and resolutions of general meetings of the *club*;

38.1.2 proceedings and resolutions of meetings of the *directors* of the *club* (including meetings of a committee of directors); and

38.1.3 resolutions passed by *directors* without a meeting.

### **38.2 Minutes to be signed**

The *club* must ensure that:

38.2.1 minutes of a meeting are signed within one *month* of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and

38.2.2 minutes of the passing of a resolution without a meeting are signed by a *director* within one *month* of the date on which the resolution is passed.

### **38.3 True record**

A minute that is recorded and signed under this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## 39. Accounts

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### 39.1 Accounts and records

The *board* must cause proper accounts and records to be kept with respect to the financial affairs of the *club* in accordance with the *Corporations Act* and the *Registered Clubs Act*.

Registered Clubs Act Commentary
<p>The <i>club</i> must record the information specified in s47HA(2) – s 47HA(1)(a) of the <i>Registered Clubs Regulation</i>.</p> <p>The <i>club</i> must make the specified information available to the <i>members</i> within 4 months of the end of the <i>financial year</i> and displaying a notice how the members can access the information and provide a copy to any <i>member</i> or the Director on request – s 47HA(1)(b)-(d) of the <i>Registered Clubs Regulation</i></p> <p>S47HA(2) of the <i>Registered Clubs Regulation</i> sets out the information to be recorded by the <i>club</i>.</p>

### 39.2 Location of books of account

The books of account shall be kept at the *office* or at such other place as the *board* thinks fit.

The *club* shall at all reasonable times make its accounting records available in writing for the inspection of members of the *board* and any other persons authorised or permitted by or under the *Corporations Act* to inspect such records.

### 39.3 Annual financial records

The *board* must, at least 21 *days* before each *annual general meeting* and in any event within 4 *months* of the end of the *financial year* make available to all *ordinary members* a copy of all reports required by the *Corporations Act* using the methods permitted by the *Corporations Act*.

Corporations Act Commentary
<p>The <i>board</i> is required to provide members with either a full or concise report of the following for the year:</p> <p>(a) the <i>financial report</i>; (b) the <i>director's report</i>; and (c) the <i>auditor's report</i>.</p> <p>(these terms having the meaning given to them in the Act) - s314 - s 315</p>

### 39.4 Reports to members

The *club* must comply with its reporting requirements under the *Registered Clubs Act*.

<b>Registered Clubs Act Commentary</b>
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The <i>club</i> must send to each of its <i>members</i> within 4 <i>months</i> of the end of the <i>financial year</i> the information listed in s47H of the Registered Clubs Regulation.
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## 40. General financial matters

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### 40.1 Financial year

The *financial year* of the *club* and other entities created under this constitution shall commence on the first *day* of July in each year and end on the last *day* of June in the following calendar year or such other period as the *board* may determine, having regard to the *Corporations Act*.

### 40.2 Auditors

Auditors shall be appointed and their duties regulated in accordance with the *Corporations Act* and their remuneration shall be fixed by the *board*.

<b>Corporations Act Commentary</b>
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Part 2M.4 regulates the appointment and removal of auditors.
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## 41. Execution of documents

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### 41.1 Club seal

The *club* may have a seal and the *board* must provide for the safe custody of the seal.

### 41.2 Execution of documents

41.2.1 the *club* may execute any document with the seal by affixing the seal to the document and having the fixing of the seal witnessed by:

41.2.1.1 2 *directors* of the *board*; or

41.2.1.2 a *director* of the *board* and the *secretary*.

41.2.2 the *club* may execute any document without the seal by having the document signed by

41.2.2.1 2 *directors* of the *board*; or

41.2.2.2 a *director* of the *board* and the *secretary*.

<b>Corporations Act Commentary</b>
<p>s127(1) provides that a public company may execute a document without a common seal if the document is signed by:</p> <ul style="list-style-type: none"> <li>(a) 2 directors of the company; or</li> <li>(b) a director and a company secretary of the company</li> </ul> <p>S127(2) provides that a public company with a common seal may execute a document if the seal is fixed to the documents and the fixing of the seal is witnessed by:</p> <ul style="list-style-type: none"> <li>(a) 2 directors of the company; or</li> <li>(b) a director and a company secretary of the company</li> </ul> <p>If a company executes a document in either of these ways, people will be able to rely on the assumptions in s129(5) for dealings in relation to the company.</p>

## **42. Indemnity to officers**

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### **42.1 Indemnity**

Every *officer* and former *officer* of the *club* shall be indemnified to the fullest extent permitted by the *Corporations Act* out of the property of the *club* against any liability incurred by them in their capacity as *officer* in defending any proceedings whether civil or criminal.

### **42.2 Officer's insurance**

The *club* may pay a premium for a contract insuring a person who is an *officer* or a former *officer* of the *club* against a liability incurred by that person as an *officer* of the *club* provided that the liability is not one in respect of which a premium cannot be paid under the *Corporations Act* or a liability which contravenes s199A or s199B of the *Corporations Act*.

<b>Corporations Act Commentary</b>
<p>'Officer' has the meaning given to it in the Act and includes a <i>director</i> or the <i>secretary</i>.</p> <p>The <i>club</i> must not indemnify an <i>officer</i> in respect of a liability:</p> <ul style="list-style-type: none"> <li>(a) owed to the <i>club</i> by the <i>officer</i>;</li> <li>(b) for pecuniary penalty order under the <i>Corporations Act</i>;</li> <li>(c) owed to someone other than the <i>club</i> and did not arise out of conduct in good faith - s199A</li> </ul> <p>The <i>club</i> must not pay a premium for a contract for an <i>officer</i> in respect of:</p> <ul style="list-style-type: none"> <li>(a) conduct involving a wilful breach of duty in relation to the <i>club</i>; or</li> <li>(b) contravention of 182 or 183 (improper use of position or improper use of information) - s199B</li> </ul>

## **43. The constitution**

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### **43.1 Copy of constitution to be made available on request**

The *club* must provide a copy of this constitution to a *member* within 7 days if the *member*.

43.1.1 asks the *club*, in writing, for the copy; and

43.1.2 pays the fee required by the *club*, up to the amount prescribed by the *Corporations Act*.

<b>Corporations Act Commentary</b>
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For the prescribed amount see Pt 1.1 and Schedule 4 of the <i>Corporations Regulations (Cth) 2001</i> (as at 24 May 2008 \$10.00)
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## **43.2 Amendment to constitution**

This constitution can only be amended by way of *special resolution* validly passed at a general meeting of the *members* of the *club*.

*Bowling members* who are *financial members* shall be the only *members* eligible to vote on any *special resolution* to amend this constitution.

## Schedule 1 – Objects of the *club*

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The objects of the *club* are:

1. to provide bowling greens at or near Dapto in State of New South Wales and to layout and prepare such ground for bowls and other purposes of the *club*, and to provide pavilion, lavatories, *club* rooms and properly constructed bar rooms and other accommodation and conveniences for *members* and their guests on the *premises*;
2. to promote the game of bowls and other athletic sports and pastimes;
3. to take over the funds and other assets and the liabilities of the present unincorporated club known as the 'Bowling Club';
4. to hold or arrange bowls and other matches, sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions, provided that no *member* shall receive any prize, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the *club* or to the cost of the holding or promotion of which the *club* may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to them;
5. to subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the *club*, provided that the *club* shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent or at least as great as that imposed on the *club* under or by virtue of clause 4 of this constitution;
6. in furtherance of the objects of the *club* to buy, sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid, required by the *members* or persons frequenting the *club's premises* and to apply for and hold a certificate of registration under the *Liquor Act NSW (1982)* as amended or replaced from time to time and the *Gaming Machines Act* as amended or replaced from time to time;
7. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the *club*. Provided that in case the *club* shall take or hold any property which may be subject to any trusts the *club* shall only deal with the same in such manner as is allowed by law having regard to such trusts;
8. to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the *club's* objects or any of them; and to obtain from any such government or authority any rights privileges and concessions which the *club* may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
9. to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the *club*;
10. to establish and support or aid in the establishment and support of associations, institutional funds, trusts and conveniences which may seem calculated directly or

indirectly to advance the *club's* interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control;

11. to invest and deal with the money of the *club* not immediately required in such manner as may be permitted by law for the investment of trust funds;
12. to borrow or raise or secure the payment of money in such manner as the *club* may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the *club* in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all of any of the *club's* property (both present and future) and to purchase redeem or payout such securities;
13. to make draw accept endorse discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiation or transferable instruments;
14. in furtherance of the objects of the *club* to sell, improve, manage, develop, exchange, lease, dispose or, turn to account or otherwise deal with or any part of the property and rights of the *club*;
15. to take or hold mortgages or loans and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the *club's* property of whatsoever kind sold by the *club* or any money due to the *club* from purchasers and others;
16. to take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the *club* but subject to the provisions of object 7;
17. to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the *club* in the shape of donations, annual subscriptions or otherwise;
18. to print and publish any newspapers periodicals, books or leaflets that the *club* may think desirable for the promotion of its objects;
19. in furtherance of the objects of the *club* to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the *club* and which shall prohibit the distribution of its or their income and property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the *club* is authorised to amalgamate;
20. in furtherance of the objects of the *club* to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements or any one or more of the companies, institutions, societies or associations with which the *club* is authorised to amalgamate;
21. in furtherance of the objects of the *club* to purchase or otherwise acquire and undertake all or any part of the property, asset, liabilities and engagements of anyone or more of the companies, institutions, societies or associations with which the *club* is authorised to amalgamate;
22. to make donations for patriotic or charitable purposes;
23. to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

24. to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the *club*.