St Johns Park
Bowling Club

# CONSTITUTION

**OF**

# ST JOHNS PARK BOWLING CLUB LIMITED

**ACN 001 067 241**

**CORPORATIONS ACT 2001**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ISSUE DATE: 31 October 2026**

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## DEFINITIONS

1.

(a) In these Rules, unless there is something in the subject matter or context inconsistent therewith:

*"AML/CTF Act"* means the Anti-Money Laundering and Counter Terrorism Financing Act 2006. Any reference to a provision of the AML/CTF Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the AML/CTF Act however that provision may be amended in that legislation.

*"By-Laws"* shall mean and include Regulations.

*"Constitution"* shall mean and include Rules.

*"Defined Premises"* has the same meaning as in the Registered Clubs Act.

*"Director"* means a Member of the Board.

*"Director Identification Number"* means the number that is referred to by the same words in section 1272C of the Act that a member of the club must have before that member can be elected or appointed to office as a director of the Club.

*"Executive Committee"* means the Chairperson, Vice Chairperson and Deputy Vice Chairperson of the Board.

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

*"In Writing"* and *"Written"* include any mode of representing or reproducing words, figures, drawings or symbols in visible form.

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

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

*"Month"* means calendar month.

*"Officer"* means an Officer as defined in the Registered Clubs Act and includes all Directors and the Secretary.

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

*"Premises"* means any or all of the Club's separate premises as the case requires.

*"Quarter"* means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

*"Registered Clubs Act"* means the Registered Clubs Act 1976. When any provision of the Registered Clubs Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Registered Clubs Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

*"Secretary"* includes Group Chief Executive Officer, Acting Chief Executive Officer, Secretary Manager, Acting Secretary Manager, Honorary Secretary or Acting Honorary Secretary.

*"Special Resolution"* has the same meaning as in the Corporations Act 2001.

*"The Act"* means the Corporations Act 2001. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force, at the date at which those provisions become binding on the Club shall have the meaning so defined.

*"The Board"* means the Members, for the time being, of the Board of Directors of the Club constituted in accordance with these Rules.

*" Club"* means the St Johns Park Bowling Club Limited.

*"The Club Notice Board"* means a board designated as such within each of the Club's premises on which notices for the information of Members are posted.

*"The Office"* means the registered office, for the time being, of the Club.

*"Tuncurry Advisory Committee"* means the Advisory Committee of the Tuncurry premises comprising:

(i) A Chairperson appointed by the Board of the Club;

(ii) The Presidents of the Tuncurry premises Men's and Women's bowling sections; and

(iii) Subject to the absolute discretion of the Board, two (2) other Full Members who reside in the Forster Tuncurry District and who are elected by the Full Members of the Tuncurry premises.

(b) A Member shall be deemed to be an Unfinancial Member at the date of a Meeting at which only Financial Members may attend or vote if:

(i) a member has not renewed their membership of the Club by the relevant due date prescribed by the Board; or

(ii) at the expiration of the due date prescribed by the Board under Rule 36 the Member's entrance fee and/or subscription (if any) or any part thereof payable on that date remains unpaid; or

(iii) any money (other than the entrance fee and/or subscription) owing by the Member to the Club has remained unpaid at the expiration of 21 days from

service on the Member of a notice from the Club requiring payment thereof; and

in either case the Member shall be and remain unfinancial until payment in full of the amount owing is received.

2. Words importing the singular number include the plural number and vice versa, and words importing the masculine gender include the feminine gender and vice versa.

**INTERPRETATION**

3. A decision of the Board on the construction or interpretation of this Constitution of the Club or these Rules, or on any By-Laws or Regulation of the Club made pursuant to these Rules or on any matter arising therefrom, shall be conclusive and binding on all Members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in a General Meeting or by the Supreme Court of New South Wales.

**REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT**

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

5. The Club is established for the objects set out in this Constitution.

6.

(a) The Club shall be a non-proprietary Club.

(b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a Member of the Club, whether or not the person is a Member of the Board, or of any Committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.

(c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its Members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence under the Liquor Act 2007 (NSW), or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

(d) The Secretary, or an Employee, or a Member of the Board or of any Committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

7.

(a) An Employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a Member of the Board.

(b) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid to or distributed among the Members of the Club.

8.

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

(b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

(c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

(d) Under the AML/CTF Act the Club:

(i) is a reporting entity;

(ii) provides a designated service to its members and patrons;

(iii) may be required to carry out such enquiries of members and other patrons, as

(iv) considered necessary by the Club, to verify the member or patrons' identity; and

(v) may be required to undertake "enhanced due diligence" of certain members and

(vi) patrons, in certain circumstances.

(e) In Rule 8(d) "enhanced due diligence" means implementing measures including but not limited to obtaining more detailed information about the member or patron and verifying the nature of any business relationship, the source of funds, source of wealth and conducting more frequent and thorough monitoring of the member or patron's transactions within the Club.

(f) Notwithstanding any other provision of this Constitution, the Club has power to implement and enforce:

(i) its obligations under the AML/CTF Act; and

(ii) any Liquor or Gaming Policy,

which may include preventing anyone (including members) from entering or remaining on any of the premises or any part of the premises of the Club and the provisions of Rules 43 and 44 and the principles of procedural fairness and natural justice shall not apply to the exercise of such power.

## OBJECTS

9. The objects for which the Club is established are:

(a) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club may think requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Club.

(b) To promote and conduct the game of bowls social and educational undertakings and such other sports, games, amusements, recreations and entertainment, pastimes and recreations indoor and outdoor as the Club may deem expedient.

(c) To acquire, construct, establish, provide, maintain and conduct social, educational and sporting facilities, playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain clubhouses and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.

(d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.

(e) To raise money by entrance fees, subscriptions and other payments payable by Members and to grant any rights and privileges to Members.

(f) To promote and hold either alone or jointly with any other association, club or persons, competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for Members or other persons and to promote, give or support dinners, balls, concerts and other entertainment; provided that no Member of the Club or other person shall receive any prize, medal, award or distinction except as a successful competitor at any game, 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 game, match, sporting event, trial or competition may be awarded to that Member or person.

(g) To subscribe to become a member of, co-operate with or affiliate with Bowls NSW, Bowls Australia, Women's Bowls NSW and 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, affiliate with or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.

(h) To acquire membership of ClubsNSW or any other relevant association and to arrange for representation of the Club at any corporation, body or bodies formed for the purpose of promoting the interests of the Club and its sporting, social and other activities.

(i) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the

purpose of selling and/or distributing liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.

(j) To buy, prepare, make, supply, sell and deal in all kinds of provisions, apparatus and equipment used in connection with the Club's activities or entertainment and all kinds of provisions and refreshments required or used by the Members of the Club or other persons frequenting the facilities, amenities or premises of the Club.

(k) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights or property, real or personal, which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and subject to the requirements of the Registered Clubs Act to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.

(l) To make, draw, accept, endorse, discount, execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.

(m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.

(n) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business and for that purpose to give securities over all or part of the Club's business or undertaking or property (both present and future).

(o) To indemnify any person or persons whether Members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons, mortgages, charges or other securities over the whole or any part of the real or personal property, present or future, of the Club.

(p) To invest and deal with the money of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of, realise or otherwise deal with any such securities.

(q) To hire, employ and dismiss secretaries, clerks, managers, employees and workers and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.

(r) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, subject to the Registered Clubs Act.

(s) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.

(t) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.

(u) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.

(v) To insure against damage by fire or otherwise any insurable property of the Club and to insure any Employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim by reason of any such risk, accident or fidelity, and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Employees or past Employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.

(w) To make donations from time to time to such persons or organisations as the Club may think directly or indirectly conducive to its objects or otherwise expedient.

(x) To do all or any of the above mentioned things either singly or in conjunction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.

(y) To amalgamate with any other club having objects altogether or in part similar to those of the Club.

(z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

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

10. The income and property of the Club, howsoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members of the Club, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or Employees of the Club or any Member of the Club or other person in return for any services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any Member of the Club.

**WINDING UP**

11. The liability of the Members of the Club is limited.

12. Each Member of the Club undertakes to contribute to the assets of the Club in the event of the Club being wound up during the time that he or she is a Member or within one (1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he or she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Five Dollars ($5).

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

**MEMBERSHIP**

14. Deleted.

15. No person under the age of 18 years shall be admitted as a member of the Club other than as a Junior or Cadet Member.

16. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board shall admit to membership in accordance with this Constitution shall be Members of the Club.

17. A person shall not be admitted to membership of the Club except as an:

    (i) Ordinary Member; or

    (ii) Life Member; or

    (iii) Honorary Member; or

    (iv) Temporary Member; or

    (v) Provisional Member.

18. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:

    (i) Full Playing members;

    (ii) Wallacia Bowling Full Playing members;

    (iii) Balmain Bowling Full Members;

    (iv) Wallacia Golf Life members;

    (b) Balmain Bowling Life Members;

    (c) Wallacia Golf Members;

    (i) Club members;

    (ii) Mollymook Beach Bowling Life members;

(iii) Wallacia Bowling Club Members;

(iv) Balmain Bowling Club Members;

(v) Mollymook Beach Bowling Social members;

(vi) Junior members;

(vii) Mollymook Beach Bowling Junior members; and

(viii) Cadet members.

**ORDINARY MEMBERS**

19. The requirements for eligibility of persons for election to the following classes of Ordinary Membership shall be:

(a) **Full Playing Members**

(i) A Full Playing Member is a person who has attained the age of 18 years and is elected as a Full Member of the Club or is transferred by the Board from another class of Ordinary Membership to Full Membership of the Club.

(ii) A person who applies for Full Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club. The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Full Member.

(b) **Wallacia Bowling Full Playing Members**

(i) A Wallacia Bowling Full Playing member is a person who:

a. is a Wallacia Bowling Life Member or Bowling member of Wallacia Bowling and Recreation Club Limited at the amalgamation completion and who consents to becoming a Wallacia Bowling Full member of the Club; or

b. has attained the age of 18 years and is elected as a Wallacia Bowling Full member of the Club; or

c. is transferred by the Board from another class of Ordinary membership to Wallacia Bowling Full membership of the Club.

(ii) A person who wishes to remain a Wallacia Bowling Full Playing member or who applies for Wallacia Bowling Full Playing membership must satisfy the Board that he or she has an interest in actively and regularly taking part in bowling activities at the Club's Wallacia premises.

(iii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Wallacia Bowling Full Playing member.

(c) **Balmain Bowling Full Members**

(i) A Balmain Bowling Full member is a person who:

a. is a Bowling member or Associate Bowling member of Balmain Bowling Club Limited at the amalgamation completion and who consents to becoming a Balmain Bowling Full member of the Club; or

b. has attained the age of 18 years and is elected as a Balmain Bowling Full member of the Club; or

c. is transferred by the Board from another class of Ordinary membership to Balmain Bowling Full membership of the Club.

(ii) A person who wishes to remain a Balmain Bowling Full member or who applies for Balmain Bowling Full membership must satisfy the Board that he or she has an interest in actively and regularly taking part in bowling activities at the Club's Balmain premises.

(iii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Balmain Bowling Full member.

(d) **Wallacia Golf Life Members**

(i) A Wallacia Golf Life member is a person who is a Life Member of Panthers Wallacia at the amalgamation completion and who consents to becoming a Wallacia Golf Life member of the Club.

(e) **Balmain Bowling Life Members**

(i) A Balmain Bowling Life member is a person who is a Life Member of Balmain Bowling Club at the amalgamation completion and who consents to becoming a Balmain Bowling Life member of the Club.

(f) **Wallacia Golf Members**

(i) A Wallacia Golf member is a person who:

a. is a Full Member of Panthers Wallacia at the amalgamation completion and who consents to becoming a Wallacia Golf member of the Club; or

b. is transferred by the Board from another class of Ordinary membership to Wallacia Golf membership of the Club.

(ii) A person who wishes to remain a Wallacia Golf member or who applies for Wallacia Golf membership must satisfy the Board that he or she has an interest in actively and regularly taking part in golfing activities at the Club's Wallacia Golf premises.

(iii) The Board may determine different classes of Wallacia Golf members from time to time by By-Law and any additional eligibility criteria with which a

person must comply in order to be eligible for election as a Wallacia Golf member.

(g) **Club Members**

A Club Member is a person who has attained the age of 18 years and is elected as a Club Member of the Club or is transferred by the Board from another class of Ordinary Membership to Club Membership of the Club.

(gg) **Mollymook Beach Bowling Life members**

A Mollymook Beach Bowling Life member is a person who is a Life Member of Mollymook Beach Bowling & Recreation Club Limited at the amalgamation completion and who consents to becoming a Mollymook Beach Bowling Life member of the Club.

(h) **Wallacia Bowling Club Members**

(i) A Wallacia Bowling Club member is a person who:

a. Is a Wallacia Bowling Multiple member or Social member of Wallacia Bowling and Recreation Club Limited at the amalgamation completion and who consents to becoming a Wallacia Bowling Club member of the Club; or

b. has attained the age of 18 years and is elected as a Wallacia Bowling Club member of the Club; or

c. is transferred by the Board from another class of Ordinary membership to Wallacia Bowling Club membership of the Club.

(ii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Wallacia Bowling Club member.

(i) **Balmain Bowling Club Members**

(i) A Balmain Bowling Club member is a person who:

a. Is a Social member of Balmain Bowling Club Limited at the amalgamation completion and who consents to becoming a Balmain Bowling Club member of the Club; or

b. has attained the age of 18 years and is elected as a Balmain Bowling Club member of the Club; or

c. is transferred by the Board from another class of Ordinary membership to Balmain Bowling Club membership of the Club.

(ii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Balmain Bowling Club member.

(ii) **Mollymook Beach Bowling Social Members**

(i) A Mollymook Beach Bowling Social member is a person who:

(1) is a Social member of Mollymook Beach Bowling Club Limited at the amalgamation completion and who consents to becoming a Mollymook Beach Bowling Club Social member of the Club; or

(2) has attained the age of 18 years and is elected as a Mollymook Beach Bowling Club Social member of the Club; or

(3) is transferred by the Board from another class of Ordinary membership to Mollymook Beach Bowling Club Social membership of the Club.

(ii) The Board may determine, from time to time by By-Law, any additional eligibility criteria with which a person must comply in order to be eligible for election as a Mollymook Beach Bowling Club Social member.

(j) **Junior Members**

(i) A Junior Member is a person who has attained the age of 12 years but is under the age of 18 years and is elected by the Board to Junior Membership of the Club.

(ii) A person who applies for Junior Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club. The Board must receive from the parent or guardian of that person a written consent to that person joining the class of Junior Membership and taking part in the bowling and other activities of the Club.

(jj) **Mollymook Beach Bowling Junior Members**

(i) A Mollymook Beach Bowling Junior Member is a person who:

(1) is a Junior member of Mollymook Beach Bowling Club Limited at the amalgamation completion and who's parent or guardian provides written consent to that person becoming a Mollymook Beach Bowling Junior member of the Club; or

(2) has attained the age of 12 years but is under the age of 18 years and is elected by the Board to Mollymook Beach Bowling Club Junior membership of the Club.

(ii) A person who applies for Mollymook Beach Bowling Club Junior Membership must satisfy the Board that he or she has an interest in actively and regularly taking part in the bowling activities of the Club at or on behalf of the Mollymook Beach Bowling Club premises. The Board must receive from the parent or guardian of that person a written consent to that person joining the class of Junior Membership and taking part in the bowling and other activities of the Club.

(k) **Cadet Members**

A Cadet Member is a person who has attained the age of eight (8) years but is under the age of 12 years and is elected by the Board to Cadet Membership of the Club.

**RIGHTS AND PRIVILEGES OF MEMBERS**

20. In accordance with the Requirements of the Registered Clubs Act as amended from time to time the Members of the Club entitled to vote at the election of the Board of the Club shall at all times comprise a majority of the Full Members of the Club.

21. Subject to Rule 7 (a), each Financial Member who is eligible to vote shall have one (1) vote.

22.

(a) The rights of Members to use the Club's bowling facilities, and other facilities and amenities, and the privileges of membership, are as the Board may determine from time to time by By-Law or otherwise.

(b) Without limiting the general powers of the Board conferred in paragraph (a), all Members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any Member or other person (either with or without that Member's or person's agreement) in accordance with:

(i) The Club's Responsible Service of Alcohol Policy (as adopted and amended by the Board from time to time); or

(ii) The Club's Responsible Conduct of Gambling Policy (as adopted and amended by the Board from time to time);

(iii) The Club's Liquor or Gaming Policy (as adopted and amended by the Board from time to time).

23.

(a) Life Members and Financial Full Members shall be eligible to vote at the election of the Board, and shall be the only Members of the Club eligible to attend and to vote at General Meetings on all resolutions including Special Resolutions.

(a1) Financial Wallacia Golf Life members and Wallacia Golf members (who are over the age of 18 years) will have the same rights and privileges as Full members (except the right to nominate or second any person for election to the Board, be elected or appointed to the Board of the Club or vote on any special resolution) as well as the right to use the golfing and such other facilities of the Club, as determined by the Board of the Club from time to time, by By-Law or otherwise.

(a2) Financial Wallacia Bowling Full Members and Balmain Full Bowling Members shall have the same rights and privileges as financial Full members (except the right to nominate or second any person for election to the Board, be elected or appointed to the Board, vote on any special resolution or take part in any reward or payment scheme applicable to selected Full members).

(b) Financial Club members, Wallacia Bowling Club members, Balmain Bowling Life members and Balmain Bowling Club members (who are over the age of 18 years)

shall be eligible to vote at the election of the Board, and attend and vote at General Meetings on all resolutions except Special Resolutions.

(c) Any member under the age of 18 years shall be ineligible to nominate or second any person for election to the Board, be elected or appointed to the Board of the Club, vote on any special resolution, vote at the election of the Board, hold office, or introduce guests to the Club but may attend, but are ineligible to vote, at General Meetings. Wallacia Golf Student members, Wallacia Golf Student Associate members, Junior members and Wallacia Golf Junior members shall have no part in the management of the Club. Wallacia Golf Student members, Wallacia Golf Student Associate members, Junior members and Wallacia Golf Junior members who are under the age of 18 years shall use only those areas of the defined premises of the Club in respect of which an authority has been granted pursuant to Section 22 of the Registered Clubs Act.

**LIFE MEMBERS**

24.

(a) Candidates for Life membership shall be proposed by one and seconded by another Full member and submitted to the Board in writing. If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting. If a nomination for Life membership is not approved by the Board, the nomination shall not be referred to the next general meeting.

(b) A Full Member who:

(i) has been a financial member of the Club for the previous ten (10) consecutive years; and

(ii) has consistently rendered commendable services to or on behalf of the Club and in the interests of the Club;

may be elected as a Life member by a resolution carried by 75% of the members present and voting at an Annual General Meeting.

(iii) For the purposes of this Rule ”consistent”, “commendable service” by a member may include (but is not limited to) a member’s service in:

(1) volunteering activities to the Club or on behalf of the Club or a sub-club of the Club;

(2) longstanding representation of the Club at sporting events and competitions; and

(3) service on the Board as a Director of the Club.

(c) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a Full Member.

(d) No more than one (1) Life Member shall be elected at any Annual General Meeting.

## HONORARY MEMBERS

25. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:

    (a) The Patron or Patrons for the time being of the Club; or

    (b) Any prominent citizen or local dignitary visiting the Club.

26. Honorary Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.

27.

    (a) When Honorary Membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

        (i) The name in full, or the surname and initials, of the Honorary Member;

        (ii) The residential address of the Honorary Member;

        (iii) The date on which Honorary Membership is conferred; and

        (iv) The date on which Honorary Membership is to cease.

    (b) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.

    (c) The Board shall have power to cancel the Membership of any Honorary Member without notice and without being required to give reason.

## PATRONS

28. The Members in a General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the Meeting. If a person appointed as a Patron is already a Full Member of the Club, the person shall retain that Membership, but will be relieved of paying Membership Fees whilst they remain as a Patron.

## TEMPORARY MEMBERS

29. Subject to any exemptions contained in the Registered Clubs Regulation or any exemptions approved by the relevant regulatory body, the following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:

    (a) A person whose permanent place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined from time to time by the Board by By-Law pursuant to this Constitution;

(b) A Full Member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;

(c) A Full Member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day; or

(d) An interstate or overseas visitor.

30.

(a) Temporary Members shall not be required to pay an entrance fee or subscription.

(b) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members referred to in Rule 143(c) on the first day that they enter the Club's premises during that period.

(c) Temporary Members shall not be entitled to vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.

(d) The Secretary, or in the Secretary's absence the Senior Employee of the Club then on duty ("the Senior Employee"), may terminate the Membership of any Temporary Member and/or refuse a person admission to the Club as a Temporary Member at any time without notice and without being required to give reason.

(e) No person under the age of 18 years may be admitted as a Temporary Member of the Club other than pursuant to Rule 29(c).

(f) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 29(c)), first enters the Club's premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

(i) The name in full, or the surname and initials, of the Temporary Member;

(ii) The residential address of the Temporary Member;

(iii) The date on which Temporary Membership is granted; and

(iv) The signature of the Temporary Member.

**ELECTION OF MEMBERS**

31. A person shall not be admitted as a Member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless that person is elected to Membership at a Meeting of the Board or Election Committee of the Club, the names of those Members

present and voting at that Meeting are recorded by the Secretary. The Board or Election Committee may reject any application for Membership without assigning any reason for such rejection. A total of two (2) negative votes will be sufficient for rejection. The Election shall be by secret ballot if requested by any Member of the Board or Election Committee.

32.

(a) In respect of every application for Membership made pursuant to this Constitution there shall be completed a Nomination Form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, mobile number, email address and residential address of the candidate and a statement that the candidate, if admitted, will be bound by this Constitution of the Club.

(b) The Nomination Form shall be lodged with the Secretary who shall as soon as is practicable cause the name of the Candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Club for a continuous period of not less than one (1) week before the election of the Candidate as a Member of the Club, and an interval of at least two (2) weeks shall elapse between the proposal of a Candidate for election and the Candidate's election.

33.

(a) When a person has been elected to Membership, the Secretary shall cause notice of such election to be given to such person in accordance with this Constitution. Upon payment of the entrance fee (if any) and first subscription (if any) such person shall become a Member of the Club, provided nevertheless that if such entrance fee and subscription is not paid within 28 days after the date of the Notice of election to Membership has been given as herein provided, the Board may at its discretion cancel its election of the person to Membership of the Club.

(b) A copy of the Constitution and By-Laws of the Club shall be supplied to a Member on request being made to the Secretary and if demanded by the Secretary on payment of any fee that may be prescribed by the Act.

**TRANSFER OF MEMBERSHIP**

34.

(a) The Board has the power on the application of any member to transfer that member to another category of membership (other than Life membership) if that member has the qualifications for that other category of membership.

(b) The Board shall have the power to transfer an Ordinary member who ceases to hold the necessary qualifications for their existing category of membership (including without limitation, a Junior member who has attained the age of eighteen (18) years or a Cadet member who has attained the age of twelve (12) years) to another category of membership of the Club for which the Ordinary member has the necessary qualifications.

(c) Any application for transfer of membership pursuant to Rule 34(a) together with any additional subscription shall be deposited at the office and the Secretary shall cause the name of the applicant to be exhibited on the Club Notice Board for a continuous

period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

(d) Unless otherwise determined by the Board, a member will not be entitled to any refund of membership fees or any part thereof if they are transferred to another category of membership for any reason.

(e) The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 34(a). If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

**PROVISIONAL MEMBERSHIP**

35.

(a) Any person who has lodged with the Secretary a Nomination Form duly completed in accordance with this Constitution seeking Membership of the Club and pays to the Club the subscription appropriate to the class of Membership referred to in the Nomination Form may be granted Provisional Membership of the Club while awaiting the decision of the Board in relation to that person's application for Membership of the Club.

(b) Should a person who has been admitted as a Provisional Member have his or her application for Membership rejected by the Board that person shall cease to be a Provisional Member of the Club and the subscription submitted with the Nomination Form shall be immediately returned to that person.

(c) Provisional Members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any Meeting of the Club, nominate for or be elected to the Board or any Office of the Club or participate in the management, business and affairs of the Club in any way.

(d) Nothing in these Rules shall prevent an applicant for Membership of the Club submitting with his or her application the appropriate Membership subscription for the purpose of obtaining Provisional Membership pursuant to this Rule.

(e) The Secretary or senior employee then on duty may refuse a Provisional member admission to the Club or terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Rule, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

**ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

36. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the entrance fees, subscriptions, levies and other payments (if any) payable by members of the Club.

37. Member subscriptions shall be paid annually or, if the Board so directs and approves, by monthly, quarterly or half-yearly instalments, and in advance, or for more than one (1) year in advance. The time and manner of payment thereof and all other matters pertaining thereto

not especially provided for by these Rules shall be as prescribed by the Board from time to time.

38. The entrance fees, subscriptions and levies, charges and other amounts payable by Members of the Club shall be such as the Board may from time to time prescribe, provided that the amount payable by Ordinary Members shall be not less than such minimum amount (if any) prescribed from time to time by the Registered Clubs Act.

39. Any Candidate elected during the financial year to any class of Membership shall in respect of that financial year pay one-half of the annual subscription only if the Candidate is elected after the expiration of six (6) months from the date of commencement of the financial year.

40. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

**CESSATION OF MEMBERSHIP**

41. If a member has not renewed their membership or the entrance fee and/or subscription or any part thereof referred to in Rule 1 (b) (ii), or any other money or part thereof referred to in Rule 1 (b) (iii), of any Member is not paid within a period of 30 days from the date upon which it falls due for payment, the Secretary shall give to the Member in default seven (7) days written notice in accordance with this Constitution, within which such renewal, entrance fee and/or subscription or other money must be paid, and if the same is not paid within the time limited by such Notice the defaulting Member shall from that date be debarred from all privileges of Membership and be immediately disqualified from all Club competitions in which he or she is participating, and the person's name shall be removed from the Register of Members of the Club. Neither the provisions of Rule 42 nor the rules of natural justice shall apply to any procedure taken pursuant to this Rule.

42.

(a) A member may at any time by giving notice in writing to the Secretary resign from Membership of the Club by either:

(i) giving notice in writing to the Secretary; or

(ii) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

(b) A resignation pursuant to Rule 42(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

(c) Every person ceasing to be a Member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or subscription or otherwise) shall upon and by reason of such cessation of Membership forfeit all rights as a Member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other money due by that person at the date of cessation of that person's Membership of the Club or for which that person is or may become liable under Rule 12 of this Constitution.

**DISCIPLINARY PROCEEDINGS**

43. Subject to Rule 44, the Board shall have power to reprimand, fine, suspend from some or all rights and privileges of membership for the same or varying periods of time, expel or accept the resignation of any member, if that member:

    (a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

    (b) is, in the reasonable opinion of the Board;

        (i) guilty of any conduct prejudicial to the interests of the Club; or

        (ii) guilty of conduct which is unbecoming of a member.

43A. Any use of any social media or other electronic communication by a member or their guest that is or can be construed by the Club as:

    (a) negative about the Club or any of its facilities, amenities, services, strategies, employees, officers or members, will be conduct prejudicial to the interests of the Club; or

    (b) impinging or intruding upon the privacy of any employees, officers, members or guests of the Club, will be conduct unbecoming a member of the Club.

44. The following procedure shall apply to disciplinary proceedings of the Club:

    (a) A member shall be notified of:

        (i) any charge against the member pursuant to Rule 43; and

        (ii) the particulars of the charge, including the alleged facts and circumstances which give rise to the charge against the member;

        (iii) the date, time and place of the meeting of the Board at which the charge is to be heard.

    (b) The member charged shall be notified of the matters in paragraph (a) of this Rule 44 by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.

    (c) The member charged shall be entitled to:

        (i) attend the meeting for the purpose of answering the charge; and

        (ii) submit to the meeting written representations for the purpose of answering the charge;

        (iii) call witnesses provided that:

            (1) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and

            (2) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide

evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).

(d) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

(e) If the member charged does not comply with the warning given in accordance with paragraph (d) of this Rule, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in his or her absence.

(f) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(ii) the Board may impose any penalties,

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

(g) After the Board has considered the evidence put before it, the Board may:

(i) immediately come to a decision as to the member's guilt in relation to the charge; or

(ii) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.

(h) After the Board has come to a decision as to the member's guilt in relation to the charge it must:

(i) in the case of a decision under Rule 44(g)(i) of this Rule, immediately inform the member of the Board's decision; or

(ii) in the case of a decision under Rule 44(g)(ii), inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.

(i) If the member charged has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge. The Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:

(i) at the meeting or afterwards; and

(ii) by way or verbal or written submissions or a combination thereof.

(j) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.

(k) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present vote in favour of such motion.

(l) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 44.

(m) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

(n) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge but those persons shall not be entitled to vote at the meeting.

45. The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Rule 44 is not strictly complied with provided that there was no substantive injustice for the member charged.

**PROVISIONAL SUSPENSION PENDING DISCIPLINARY HEARING**

46. If a notice of charge is issued to a member pursuant to Rule 44(a):

(a) the Board by resolution; or

(b) the Secretary (independently of the Board)

shall have power to suspend that member from some or all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be promptly notified in writing to the member concerned.

**ADDITIONAL DISCIPLINARY POWERS OF SECRETARY**

47. If, in the opinion of the Secretary (or his or her delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or his or her delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

48. In respect of any suspension pursuant to Rule 47, the requirements of Rules 43 to 46 shall not apply.

49. If the Secretary (or his or her delegate) exercises the power pursuant to Rule 47, the Secretary (or his or her delegate) must notify the member (by notice in writing) that:

(a) the member has been suspended as a member of the Club; and

(b) the period of suspension;

(c) the privileges of membership which have been suspended; and

(d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary that the matter be dealt with by the Board pursuant to Rules 43 and 44.

50. If a member submits a request under Rule 49(d):

(a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and

(b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Rule 43;

(c) and the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or his or her delegate).

51. Rules 43 to 50 apply to Full members only and it does not limit or restrict the Club from exercising the powers contained in Rule 23 of this Constitution and the powers contained in section 77 of the Liquor Act.

**DISCIPLINARY COMMITTEE**

52. The Board may by resolution delegate all of the powers and functions given to the Board by Rules 43 to 50 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

53. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rules 43 to 50 save that:

(a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

(a) all references to the Board in Rules 43 to 50, except in Rule 4444(m) shall be read as being references to the Disciplinary Committee.

54. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rules 43 to 50, on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

(a) the procedure set out in Rules 43 to 50 is followed; and

(b) the member is notified that the Board is exercising the power under this Rule 54 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

55. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 52 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

**MEMBER UNDER SUSPENSION**

56. Subject to the terms of their suspension, a Full member whose membership is suspended pursuant to Rules 43 to 55 shall during the period of such suspension not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

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

57. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 61, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act, Liquor Act and any other applicable law;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary or an employee exercising this power suspects of being a prohibited drug or prohibited plant.

(g) whom the Club, under the conditions of its club licence, a term of a liquor accord or by any law, is authorised or required to refuse access to the Club.

58. If pursuant to Rule 57 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 61) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.

59. Without limiting Rule 58, if a person has been refused admission to or turned out of the Club in accordance with Rule 57(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

60. Without limiting Rule 58, if a person has been refused admission to or turned out of the Club in accordance with Rule 57(a), the person must not:

    (a) remain in the vicinity of the Club; or

    (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

61. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

    (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

    (b) any employee authorised by the Secretary to exercise such power.

**GENERAL MEETINGS**

62. A general meeting of the members of the Club must be held for a proper purpose.

63. A General Meeting called the Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board but within five (5) months of the end of the Club's financial year. All General Meetings other than the Annual General Meeting shall be called General Meetings.

64.

    (a) The Board may whenever it thinks fit call a General Meeting.

    (b) Not less than 5% of the Members of the Club who have a right to vote at General Meetings, may request the Board to call a General Meeting, in which case the Act and the following sub-paragraphs will apply:

        (i) The request must be in writing, state any resolution to be proposed at the Meeting, be signed by the Members making the request and be given to the Secretary;

        (ii) 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;

        (iii) If the Board does not within 21 days from the date of deposit of the request duly proceed to call the Meeting to be held not later than two (2) months after the deposit, members with more than 50% of the votes of all the Members who made the request may themselves call and arrange to hold the Meeting; and

        (iv) Any meeting called by the Members must be called in the same manner or as nearly as possible as that in which Meetings are called by the Board, and must be held not later than two (2) months from the date of deposit of the request.

65. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure

to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule will not operate in relation to a meeting called pursuant to a request or requisition of members.

66. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

67. The Club may hold a general meeting (including Annual General Meeting) at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

68. If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and the Constitution, the provisions of the Act shall prevail.

**NOTICE OF GENERAL MEETINGS**

69. At least twenty one (21) days notice in writing of any general meeting of the members of the Club (including an Annual General Meeting) must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.

70. A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

    (a) set out the place, date and time of the meeting; and

    (b) state the general nature of the meeting's business;

    (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

71. Neither:

    (a) the accidental omission to give notice of a meeting; nor

    (b) the non-receipt by any person of notice of a meeting;

    shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

**ANNUAL GENERAL MEETINGS**

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

    (a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and

    (b) to receive and consider the financial reports;

    (c) to declare the results of the election of the Board and/or conduct any further election as may be required by this Constitution;

(d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;

(e) to consider and if thought fit pass ordinary resolutions and special resolutions (if any);

(f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

73. The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

74. If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole 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.

**PROCEEDINGS AT GENERAL MEETINGS**

75. The ordinary business of any Annual General Meeting shall be to receive and consider the reports prescribed by Section 317 of the Act and to elect in the manner provided in this Constitution the Members of the Board and subject to the Act, to appoint an Auditor or Auditors.

76. No business is to be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum requirements are:

(a) For a General Meeting which is called on the request of Members, not less than 5% of the Members of the Club who are present and entitled to vote; and

(b) For a General Meeting which is not called on the request of Members and for an Annual General Meeting, not less than 30 Members of the Club who are present and entitled to vote.

77. If within 30 minutes from the time appointed for any General Meeting a quorum is not present the Meeting if convened upon the request of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall be less than one (1) month. If at such adjourned General Meeting a quorum is not present the Members who are present and entitled to vote shall be a quorum and may transact the business for which the Meeting was called.

78. The Chairperson shall be entitled to take the Chair at every General Meeting. If the Chairperson is not present within 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice Chairperson shall act as Chairperson. If no Vice Chairperson is 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 or one (1) of their number to be Chairperson of the Meeting.

78A. (a) Despite Rule 78, the Board of the Club may, by resolution, elect any individual present (including a non-member of the Club) to chair a general meeting of the Club (or any part of it).

(b) A person elected under Rule 78A(a) who is not a member of the Club is not entitled to vote at the general meeting.

78B. The Chairman:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

79.

(a) Every question submitted to a General Meeting shall be decided by a show of hands (unless a poll is demanded by five (5) Members) and in the case of an equality of votes whether on show of hands or on a poll, the Chairperson of the Meeting shall have a second or casting vote.

(b) A person shall not:

(i) Attend or vote at any Meeting of the Club or of the Board or any Committee thereof; or

(ii) Vote at any election of, or of a Member of, the Board,

as the proxy of another person.

80. At any General Meeting (unless a poll is demanded), 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 or proportion of votes recorded in favour of or against such Resolution.

81.

(a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the Meeting at which the poll was demanded, but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken immediately.

(b) A demand for a poll may be withdrawn.

82. The Chairperson of a General 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 but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. A Resolution passed at any adjourned Meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of any adjournment

or of the business to be transacted at an adjourned Meeting save when a Meeting is adjourned for one (1) month or more, when notice of the adjourned Meeting shall be given as in the case of an original Meeting.

83. Minutes of all Resolutions and proceedings at General Meetings shall be entered within one (1) month of the Meeting in a book provided for that purpose and any such Minutes shall be signed by the Chairperson of the Meeting to which it relates or by the Chairperson of the next succeeding Meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

**BOARD OF DIRECTORS**

84. The Board shall consist of a Chairperson, Vice Chairperson, Deputy Vice Chairperson and four (4) ordinary Directors.

85.

(a) The Board will be elected every second year. A majority of Full Members of the Club must at all times have the right to vote at the election of the Board.

(b) The Directors will hold office until the conclusion of the second Annual General Meeting after that at which they were elected when they will retire. A retiring Director will (subject to these Rules) be eligible for re-election.

(c) A person is eligible to be nominated for, elected to or hold office on the Board only if that person:

(i) Is a Life Member who ordinarily resides within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park; or

(ii) Is a Full member who ordinarily resides within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park and has at least three (3) years continuous Membership of the Club as a Full Member:

(A) At the date that the Full Member's Nomination for election to the Board is handed to the Secretary in accordance with Rule 58 (b); or

(B) At the date of appointment to the Board by the Board in accordance with Rule 79.

(c) A Member who, pursuant to this Constitution, is unfinancial or is currently under suspension shall not be nominated to or elected to the Board or any office or Committee or perform duties as holder of an office or Member of any Committee, while the Member remains unfinancial or during the period of such suspension.

(d) A Member is ineligible to be nominated for or elected to the Board if that Member:

(i) is an employee; or

(ii) is currently under suspension;

(iii) is not a Financial member;

(iv) is disqualified from managing any company under the Act;

(v) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;

(vi) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;

(vii) has not in the six months preceding the nomination for election to the Board attended a future directors information session as to the role, duties and responsibilities of directors of clubs if the course has been arranged by the Club in accordance with Rule 86;

(viii) was a former employee of the Club during the seven (7) years immediately preceding the proposed date of election or appointment to the Board.

(ix) does not have a Director Identification Number (unless exempted from doing so) on the proposed date of his or her election or appointment to the Board;

(x) has as a result of disciplinary proceedings against the Member under this Constitution, been suspended from Membership privileges by the Board or the Board's duly constituted Disciplinary Committee for a continuous period of three (3) months or more within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or

(xi) has at any time been convicted of an indictable offence;

(xii) is a former Employee of the Club whose services were terminated by the Club for misconduct; or

(xiii) is a director of another registered club.

86. For the purposes of Rule 85(d)(vii) the Club will commission independent consultants or contractors to provide the future directors information session to potential candidates for election to the Board on the role, duties and responsibilities of directors of clubs. The course shall be held in the premises of the club and prior to the opening of nominations for election to the Board. Notice of the date, time and location of the course of instruction will be placed on the Club notice board and on the Club's website.

87. The election of the Board will take place every second year in the following manner:

(a) Nominations for Election to the Board shall be made in writing signed by two (2) Full Members of St Johns Park Bowling Club or Life Members of the Club and signed by the Nominee (who shall signify his or her consent to the Nomination) and shall state the Office or Offices for which the Nominee is nominated. The Proposer and Seconder shall be:

(i) Life Members who ordinarily reside within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St Johns Park; or

(ii) Full Members of St Johns Park Bowling Club who ordinarily reside within a radius of 150 kilometres from the Club's premises at 93 Edensor Road, St

Johns Park and have at least three (3) years continuous Membership of the Club as Full Members of St Johns Park Bowling Club, at the date the Nomination Form is signed.

(b) Nomination Forms must be received by the Secretary no later than 28 days before the date of the Annual General Meeting, on which day Nominations shall close.

(c) As soon as practicable after Nominations are received, the Secretary shall cause the posting of notification of the names of the Candidates for the respective Offices and the names of their Proposers and Seconders on the Club Notice Board.

(d) (i) Members eligible for election to the Board may be nominated for more than one (1) Office and in the event of their being elected to the Senior Office as hereinafter provided shall be deemed to have been eliminated from candidature for Election to the Junior Office. For the purpose of these Rules the order of seniority of offices shall be:

- Chairperson
- Vice Chairperson
- Deputy Vice Chairperson
- Ordinary Directors

(ii) In any ballot under this Rule, the counting of votes for each office shall proceed in the order of seniority referred to in Rule 58 (d) (i), and if a Candidate receives the highest number of votes in a ballot for a Senior Office, any votes cast in his or her favour in a ballot for any Junior Office shall not be counted.

(e) (i) hidden

(i) If the number of Candidates duly nominated for any Office does not exceed the number required to be elected, the Candidate or Candidates nominated shall be declared elected at the Annual General Meeting.

(ii) If insufficient or no Nominations are received for any Office, the Candidate or Candidates, if any, nominated shall be declared elected at the Annual General Meeting and any unfilled positions shall be casual vacancies for the purposes of Rule 126.

(iii) If the number of Candidates exceeds the number required to be elected, a ballot shall be taken in accordance with these Rules and as prescribed by the Board from time to time by By-Law or otherwise.

(f) In any ballot under this Rule, the Board shall appoint a Returning Officer and at least one (1) assistant Returning Officer. A Candidate may appoint one (1) Scrutineer for the ballot who:

(i) must be either a Life member or Full Member with at least three (3) years continuous membership of the Club; and

(ii) if required by the board of the Club, must execute a Deed of Confidentiality on terms approved by the board of the Club.

A Returning Officer and the assistant Returning Officer shall not act as a Scrutineer for the ballot.

(g) The Board shall determine the date and time for the closing of the ballot which is to be no later than 4pm on the day preceding the date of the Annual General Meeting. On the day following the Board's determination, the Secretary shall cause the placing of a Notice on the Club's Notice Board stating the date and time for the closing of the ballot.

(h) The Secretary shall cause the preparation of a list of Members who are eligible to vote at the Election together with their respective Membership numbers and the class in which they are entered in the Register of Members.

(i) The Returning Officer shall be provided with a ballot box or boxes which shall be locked by him or her and placed in the Club's premises in a convenient location to receive the ballot papers after completion.

(j) The Returning Officer shall supervise the method of issue of ballot papers, the examination of returned ballot papers, and the counting of votes after the ballot is closed, and shall report the result of the ballot to the Chairperson of the Annual General Meeting.

(k) The ballot shall be conducted at the Club's premises over a period of seven (7) days prior to the closing of the ballot. The Secretary shall cause to be made available to every Member of the Club eligible to vote at an election of the Board, a ballot paper containing in the order determined in accordance Rule 58 (l), the names of duly Nominated Candidates for Office. Each ballot paper made available to Members shall be initialled by the Returning Officer and shall bear information as to the number of Members required to be elected to the various offices on the Board.

(l) The positions of the names of the Candidates on the ballot paper shall be determined by lot, by the Secretary in the foyer of the Club, and in the presence of not less than six (6) Members whose names shall be recorded by the Secretary.

(m) The Returning Officer shall indicate on the list of Members who are eligible to vote at the election, the names of those Members who have obtained a ballot paper prior to the time for the closing of the ballot.

(n) The Returning Officer may provide a replacement ballot paper to any Member who satisfies the Returning Officer that the ballot paper the Member received was spoilt.

(o) Members shall record their votes by placing numbers alongside the names of the candidates in the order of preference for each position.

(p) The Returning Officer shall give to each assistant Returning Officer, notice of the time and place of the opening of the ballot boxes, and the counting of the ballot shall be conducted in such a manner that the secrecy of the ballot is maintained, and the Returning Officer shall ensure that votes are recorded only by Members entitled to vote and that no duplication of voting has taken place.

(q) The Returning Officer shall first examine each ballot paper and any invalid ballot paper shall be discarded from the ballot but shall not be destroyed.

(r) The decision of the Returning Officer as to the validity of any ballot paper shall be final.

(s) In the event of an equality of votes in favour of two (2) or more Candidates, the Returning Officer, with the assistance of at least one (1) of the assistant Returning Officers, shall elect by lot from such Candidates having an equality of votes, the Candidate or Candidates who is, or are, to be declared elected.

(t) When the Candidate or Candidates to be declared elected to an Office as a result of any ballot as provided in this Rule has been determined, the Returning Officer shall report the result of the ballot in writing to the Chairperson of the Annual General Meeting. The report shall state whether there has been a determination by lot in accordance with Rule 58 (s).

(u) The Secretary / CEO shall declare the Candidates, which the report referred to in Rule 58 (t) states as having the greatest number of votes or having been determined by lot in accordance with paragraph (s) of this Rule, as the Candidates elected to Office.

(v) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in this Rule 87 is not strictly complied with provided there is no substantive injustice for any candidates

**POWERS OF THE BOARD**

88. The Board shall be responsible for the management of the business and affairs of the Club.

89. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in a General Meeting, but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in a General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers herein before conferred, the Board shall have power from time to time:

(a) To delegate any of its powers (other than this power of delegation) to Board Sub-Committees consisting of such member or members of the Board or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any Board Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The Chairperson of the Board shall have the right to be an ex-officio member of all such Board Sub-Committees. A Board Sub-Committee may meet and adjourn as it thinks proper. Motions arising at any Meeting of a Board Sub-Committee shall be determined by a majority of votes of the Members of the Board Sub-Committee present and in the case of an equality of votes the Chairperson of the Board Sub-Committee shall not have a second or casting vote. The Meetings and proceedings of any Board Sub-Committee consisting of two (2) or more members of the Board shall be governed by the provisions herein contained for regulating the Meetings and proceedings of the Board so far as the same are

applicable thereto and are not superseded by this Rule or by any regulation made by the Board pursuant to this Rule.

(b) To make such By-Laws not inconsistent with the Constitution of the Club, as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and properties and for the convenience, comfort and well-being of the Members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

(i) Such matters as the Board is specifically by these Rules empowered to regulate by By-Law;

(ii) The general management and control of trading activities of the Club;

(iii) The management and control of the Club's premises;

(iv) The management and control of play and dress on the bowling greens;

(v) The upkeep and control of the bowling greens;

(vi) The management and control of all competitions;

(vii) The conduct of Members;

(viii) The privileges to be enjoyed by each class of Membership;

(ix) The relationship between Members and the Club's Employees; and

(x) Generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which are not reserved either under the Act, the Registered Clubs Act, this Constitution or the By-Laws for decision by the Club in a General Meeting.

(c) To enforce the observance of all By-Laws by suspension from enjoyment of any or all privileges of Membership or otherwise as it thinks fit.

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

(e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.

(f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

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

(h) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such securities and in such manner as it thinks fit and from time to time to vary or realise such investments.

(i) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or overall or any part of the Club's property (both present and future) or not so charged, or by any mortgage, charge or other security upon or overall or any part of the Club's property (both present and future). Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(j) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; to sell, lease, exchange or otherwise dispose of all or any of the lands or buildings or other property or rights to which the Club may be entitled from time to time, subject to the provisions of the Registered Clubs Act.

(k) (i) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.

(ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect to permanent, temporary or special services as it may from to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract of service or for service or otherwise.

(l) To fix the maximum number of persons who may be admitted to each class of Membership of the Club in accordance with this Constitution.

(m) To create and/or dissolve sections and committees for the conduct, management and control of all or any games or sporting activities in which the Club from time to time is engaged or interested and to define and limit the persons (being Members of the Club) eligible for Membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for Membership of such sections and committees or any of them, and from time to time to prepare or approve and amend Rules and By-Laws for the control and regulation of such sections and committees and the conduct and activities thereof, and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

(n) To make such By-Laws, not inconsistent with these Rules, regarding the election of the Board as set out in Rules 86 and 87 as may be necessary for the conduct of any election and all matters incidental to such election.

(o) To issue requests and directions to members which may be reasonably required for the proper conduct and management of the Club.

## BY-LAWS

90. Any By-Laws made under this Constitution shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club's Notice Board.

91. Any By-Law made under this Constitution may be revoked by Ordinary Resolution of the Members at a General Meeting, subject to a notice of intention to propose such Resolution having been given to the Secretary in writing at least one (1) month prior to the Meeting and being included in the notice of such Meeting.

92. The revocation of a By-Law pursuant to Rule 91 shall not affect the validity of any action taken by the Board or an Officer or Employee of the Club prior to that revocation.

## SECTIONS AND COMMITTEES

93. The Board may permit any section created under this Constitution to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales or Australia on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.

94. The Board may empower any section or committee created under this Constitution to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve, provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

95. Subject to the general control and supervision of the Board, each such section or committee created under this Constitution shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee shall also be produced regularly and promptly for inspection by or on behalf of the Board.

96. Subject to this Constitution, the constitutions and rules or By-Laws of each such section created under this Constitution may be amended from time to time by a majority of the Members for the time being of such section at a General Meeting of such Members either annually or at a Meeting convened specifically for such purpose, provided that no amendment proposed to and approved by the Meeting of the Members of the section shall have effect unless and until it has been approved by Resolution of the Board.

97. Any disciplinary action which is taken by a section or committee created under this Constitution in respect of any member of such section or committee shall at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.

## MEETINGS, PURPOSE AND POWERS OF THE EXECUTIVE COMMITTEE

97A.1 The Executive Committee shall meet as required, either in person or by electronic means, and may determine its own procedures subject to any directions of the Board.

97A.2 A quorum for a meeting of the Executive Committee shall be two (2) members.

97A.3 All decisions of the Executive Committee shall be recorded in minutes signed by the Chairperson and provided to the next meeting of the Board for noting or endorsement.

97A.4 The Chairperson shall preside at meetings of the Executive Committee, or in the Chairperson's absence, the Vice Chairperson shall preside.

97A.5 The purpose of the Executive Committee is to:

(a) facilitate the efficient management of the Club's affairs between meetings of the Board;

(b) assist the Chairperson in ensuring that resolutions of the Board are implemented;

(c) act in urgent situations where it is impracticable to convene a meeting of the full Board; and

(d) provide guidance and oversight to the Chief Executive Officer on operational matters within the limits of authority approved by the Board.

97A.6 Subject to Rule 97A.7, the Executive Committee may exercise any powers of the Board that are delegated to it by resolution of the Board. The Board may at any time vary, restrict or revoke any authority previously delegated to the Executive Committee.

97A.7 The Executive Committee shall not:

(a) authorise or approve any capital expenditure, contract, or commitment exceeding the financial limit set by the Board from time to time;

(b) appoint or terminate the Chief Executive Officer;

(c) make or amend Club policy;

(d) admit, suspend or expel any member unless delegated such power in accordance with Rule 52; or

(e) take any action that is inconsistent with a resolution or policy of the Board.

97A.8 In urgent or exceptional circumstances, the Executive Committee may take such action as it considers necessary to protect the interests of the Club, provided that the action and the reasons for it are reported in writing to the next meeting of the Board.

**PROCEEDINGS OF THE BOARD**

98. The Board may meet together, in person and/ or by electronic means, for the dispatch of business, adjourn and otherwise regulate its Meetings as it thinks fit, provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business and a record of all members of the Board present and of all Resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose. The Chairperson shall preside as Chairperson at every Meeting of the Board or if at any Meeting he or she is not present or is unwilling or unable to act then a Vice Chairperson shall act as Chairperson. If no Vice Chairperson is present or is unwilling or unable to act then the members of the Board present may elect their own Chairperson.

99. The quorum for Meetings of the Board will be five (5) Directors. A Meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the Meeting.

100. The Chairperson may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a Meeting of the Board.

101. Subject to this Constitution, questions arising at any Meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the Chairperson of the Meeting shall have a second or casting vote.

102. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

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

104. A meeting of the Board may be called or held using any technology provided that the technology used for the meeting gives the directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.

105. A Resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a Meeting of the Board, shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held. Any such Resolution may consist of several documents in identical wording each signed by one (1) or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.

106. In addition to Rule 105, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

**MATERIAL PERSONAL INTERESTS OF DIRECTORS**

107. (a) hidden

(a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge:

(i) declare the nature of the interest at a meeting of the Board; and

(ii) comply with Rule 107.

(b) Notwithstanding anything contained in the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(i) must not vote on the matter; and

(ii) must not be present while the matter is being considered at the meeting.

*"material personal interest"* for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.

(c) If the Board reasonably determines that a director has a material personal interest in a matter and the director does not comply with Rule 106(a):

(i) the director's failure will constitute conduct prejudicial to the interests of the Club and may be the subject of disciplinary proceedings; and

(ii) the Board may remove or have removed, the director from the Board meeting while the matter is being considered.

**REGISTERED CLUBS ACCOUNTABILITY CODE**

108. The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 108. If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 32, the provisions of the Registered Clubs Accountability Code shall prevail to the extent of that inconsistency.

109. For the purposes of Rule 108, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

**CONTRACTS WITH TOP EXECUTIVES**

110. The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

(a) the top executive's terms of employment; and

(b) the roles and responsibilities of the top executive;

(c) the remuneration (including fees for service) of the top executive;

(d) the termination of the top executive's employment.

111. Contracts of employment with top executives:

(a) will not have any effect until they approved by the Board; and

(b) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

**CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

112. Subject to any restrictions contained in the Registered Clubs Act and Rule 114, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

113. A "pecuniary interest" in a company for the purposes of Rule 112 does not include any interest exempted by the Registered Clubs Act.

**CONTRACTS WITH SECRETARY AND MANAGERS**

114. Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(a) the Secretary or a manager; or

(b) any close relative of the Secretary or a manager;

(c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest .

**LOANS TO DIRECTORS AND EMPLOYEES**

115. The Club must not:

(a) lend money to a director of the Club; and

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

**RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

116. A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

117. If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

**DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

118. A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

(a) any material personal interest that the director has in a matter relating to the affairs of the Club; and

(b) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;

(c) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;

(d) any gift (which includes money, hospitality and discounts) valued at one thousand dollars ($1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars ($1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.

119. The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 118.

**TRAINING DISCLOSURES**

120. The Club must make available to members:

(a) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and

(b) the reasons for any exemptions of directors, the Secretary or managers from undertaking the training prescribed by the Registered Clubs Regulation.

121. The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

**PROVISION OF INFORMATION TO MEMBERS**

122. The Club must:

(a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and

(b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

**VACANCIES ON THE BOARD**

123. Subject to the provisions of this Constitution and the Act, the Members in a General Meeting may by Ordinary Resolution of which at least two (2) months' notice to the Club has been given, remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by Ordinary Resolution appoint another person or persons in his or her or their place. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed. The provisions of Section 203D of the Act shall be followed in relation to a meeting of members called pursuant to this Rule 122.

124. The Office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:

(a) Dies;

(b) Becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;

(c) Fails to disclose in accordance with the Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;

(d) Becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(e) Is absent from Meetings of the Board for a continuous period of three (3) months without leave of absence from the Board unless the Board determines that their office is not vacant as a result of that absence;

(f) By notice in writing given to the Secretary, resigns from office;

(g) Becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;

(h) Becomes an Employee of the Club;

(i) Ceases to be a Member entitled to hold office on the Board;

(j) Ceases to be a Member of the Club;

(k) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time;

(l) does not have or ceases to have a Director Identification Number (unless exempted from doing so);

(m) is removed from office as a director in accordance with the Act and this Constitution;

(n) Plays or represents another club, other than the Club, for Bowls Pennants / Championships, without consent from the Board; or

(o) was not eligible to stand for or be elected or appointed to the Board;

(p) is convicted on an indictable offence (unless no conviction is recorded); or

(q) is an Unfinancial member of the Club.

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

**FILLING CASUAL VACANCIES**

126. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The Member so appointed will hold office only until the conclusion of the Annual General Meeting in the year in which an election of the Board is required.

127. Deleted.

**SECRETARY**

128. At any time there shall only be one (1) Secretary of the Club who shall be appointed by the Board and who shall be the Group Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

**SEAL**

129. (a) hidden

(a) The Board must provide for the safe custody of the Seal.

(b) The Club may execute a document (including a Deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(i) Two (2) Directors; or

(ii) One (1) Director and the Secretary.

(c) The Club may execute a document (including a Deed) without using the Seal if that document is signed by:

(i) Two (2) Directors; or

(ii) One (1) Director and the Secretary.

(d) The Club may only fix the Seal to a document after a Resolution of the Board to that effect.

**ACCOUNTS AND REPORTING TO MEMBERS**

130. The Board shall:

(a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

(b) prepare, on a quarterly basis, financial statements that incorporate:

(i) the Club's profit and loss accounts and trading accounts for the quarter; and

(ii) a balance sheet as at the end of the quarter.

(c) cause the financial statements referred to in paragraph (b) of this Rule 129 to be submitted to a meeting of the Board.

(d) make the financial statements referred to in paragraph (b) of this Rule 129 available to members of the Club within seven (7) days of the statements being adopted by the Board.

(e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule 129.

(f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member

131. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.

132. The Club must, within four (4) months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), report in accordance with Part 2M.3 of the Corporations Act to those members who request that copies of the reports referred to in rule 133 below be sent to them:

133. In accordance with Section 317 of the Corporations Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report.

**FINANCIAL YEAR**

134. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or, subject to the Act, be for such other period as the Board may determine.

**AUDITOR**

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

**ADDRESSES OF MEMBERS**

136. Every Member must advise the Secretary of any change to their contact details (including address, email address and telephone number) as soon as is practical following the change to their details.

**NOTICES**

137. A notice of a general meeting (including the Annual General Meeting) of the Club may be given by the Club:

(a) by displaying a notice on the Club Notice Board;

(b) by displaying a notice on the Club's website;

(c) by sending it to the electronic address (if any) nominated by the member;

(d) by sending a notification to the electronic address (if any) nominated by the member advising the member that the notice of meeting is available and how the member can access the notice of meeting;

(e) To receive a hard copy of the notice of meeting, a member must notify the Club in writing at least thirty (30) days before the relevant meeting that they are electing to receive the entire notice of meeting in physical form. The Club must comply with such a request if it is received at least thirty days prior to a meeting;

(f) The Club can advise members at least once in each financial year that they can elect to receive Notices either via electronic means or hard copy. This requirement can be satisfied by placing a notice on the club's website advising members that they can elect to receive notices of meeting either in hard copy or electronically; or

(g) For the avoidance of doubt, if a member has not made an election to receive the notice of meeting either in electronic or physical format, the Club can choose to send the member the notice to the member electronically or by hard copy.

138. Any notice (other than a notice referred to in Rule 137) may be given by the Club to any member either:

(a) by displaying a notice on the Club Notice Board;

(b) by displaying a notice on the Club's website;

(c) personally;

(d) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;

(e) by sending it to the electronic address (if any) nominated by the member;

(f) To receive a hard copy of the notice of meeting, a member must notify the Club in writing at least thirty (30) days before the relevant meeting that they are electing to receive the entire notice of meeting in physical form. The Club must comply with such a request if it is received at least thirty days prior to a meeting;

(g) The Club can advise members at least once in each financial year that they can elect to receive Notices either via electronic means or hard copy. This requirement can be satisfied by placing a notice on the club's website advising members that they can elect to receive notices of meeting either in hard copy or electronically; or

(h) For the avoidance of doubt, if a member has not made an election to receive the notice of meeting either in electronic or physical format, the Club can choose to send the member the notice to the member electronically or by hard copy.

139. Where a notice is sent by post to a member in accordance with Rule 138 the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

140. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

141. Where a notice is given by displaying a notice on the Club Notice Board or by displaying a notice on the Club's website, the notice is taken to have been given on the day on which it was displayed.

142. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club's Notice Board is deemed to be notice to that Member at the expiration of 24 hours after it is so posted up.

**REGISTERS OF MEMBERS AND GUESTS**

143. The Club shall keep the following registers:

(a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member and, if the member is an Ordinary Member, the date on which that Member last paid the fee for Membership of the Club.

(b) A register of persons who are Honorary Members.

(c) A register of persons who are Temporary Members.

(d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of Members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member, the name in full or the surname and initials of the given names, and the address, of that guest, the date of that day and the signature of that Member; provided always that if any entry in this register is made on any day in respect of the guest of a Member, it is not necessary for an entry to be made in this register in respect of that guest if he or she subsequently enters the premises of the Club on that day as the guest of that Member.

**GUESTS**

144.

(a) All members other than Junior and Cadet Members will have the privilege of introducing guests to the Club. A Temporary Member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the Temporary Member is a responsible adult. On each day when a Member first brings a guest who has attained the age of 18 years into the Club, that Member will enter the name and address of that guest in the Register of Guests and will countersign that entry.

(b) No Member shall introduce guests more frequently or in a greater number than may for the time being be provided by By-Law nor shall a Member introduce any person

as a guest who has been expelled from the Club for misconduct or non-payment of any entrance fee and/or subscription or who is currently under suspension.

(c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

(d) The Board shall have power to make By-Laws from time to time, not inconsistent with these Rules or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.

(e) A guest shall at all times remain in the reasonable company of the Member who countersigned the entry in the Register of guests in respect of that guest.

(f) A guest shall not remain on the premises of the Club any longer than the Member who countersigned the entry in the Register of Guests in respect of that guest.

**INDEMNITY TO OFFICERS**

145.

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

(i) In relation to a liability owed to the Club or a related body corporate; or

(ii) In relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or

(iii) In relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

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

(i) In defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A (2) of the Act; or

(ii) In defending or resisting criminal proceedings in which the person is found guilty; or

(iii) In defending or resisting proceedings brought by the ASIC or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or

(iv) In connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Club may pay a premium for a contract insuring a person who is or was an Officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an Officer, except:

(i) In relation to conduct involving a wilful breach of duty in relation to the Club; or

(ii) In relation to a contravention of Sections 182 or 183 of the Act.

**CLUB COMPETITIONS**

146. No Member of the Club shall take part in any competition, game or match while he or she is not a Financial Member of the Club. An unfinancial Member shall be disqualified from that competition, game or match. The acceptance of any entrance fee for any competition, game or match by any Officer, Employee, other person or organisation shall not exonerate any Member from this Rule.

**GENERAL**

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

**AMENDMENTS TO CONSTITUTION**

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

148A. For the purposes of section 246B of the Act, it is agreed that the rights of members in any class of membership may be varied or cancelled by a special resolution passed at a general meeting of the members, without a separate meeting of the members of that class. A special resolution that amends this Constitution is sufficient.

**COPY OF CONSTITUTION**

149. The Club will give a copy of this Constitution to any Full Member within seven (7) days if that Member:

(a) Asks the Club provides identification for a copy; and

(b) Pays a fee (up to the fee prescribed by the Act) if required by the Club.

**MEETINGS AND VOTING**

150. In accordance with section 30C(3) of the Registered Clubs Act, the Club, the Board or a committee of the Club may (but is not required to):

(a) distribute a notice of, or information about, a meeting or election of the Club, the Board or a committee of the Club by electronic means, and

(b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;

(c) allow a person entitled to vote at a meeting of the Club, the Board or a committee of the Club.to vote in person or by electronic means.

151. If there is any inconsistency between Rule 150 and any other provision of this Constitution, Rule 150 shall prevail to the extent of that inconsistency.

I, David Marsh, Secretary of St Johns Park Bowling Club Limited, hereby certify that this and the preceding 51 pages are a true and correct copy of the Constitution of St John's Park Bowling Club Ltd, as amended by Special Resolution passed at the Annual General Meeting of the Club held on 31 October 2026.

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**David Marsh**