

CONSTITUTION

OF

TOCUMWAL GOLF AND BOWLS
CLUB LIMITED

(as amended – Oct 2016)
(Bylaw updates – May 2018)

ACN 001 088 302

A Company Limited by Guarantee
and not having a Share Capital

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CONSTITUTION OF TOCUMWAL GOLF AND BOWLS CLUB LIMITED

NAME OF THE COMPANY

1. The name of the company is Tocumwal Golf and Bowls Club Limited [ACN 001 088 302] (which is to be more commonly known as “the Club”).

DEFINITIONS

2. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

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

“annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

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

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

“Authority” means the Independent Liquor and Gaming Authority.

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

“business day” means a day that is not a Saturday, a Sunday or a public holiday.

“By-law” means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

“chairperson”, in the case when it is not a reference to the Chairperson of the Board, shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“close relative” of a person means:

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

“Club” means the Tocumwal Golf and Bowls Club Limited [ACN 001 088 302] and includes any registered business names owned by the Club.

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

“Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.

“contract” includes commercial arrangement.

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

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

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

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

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

“financial member”, and the term “financial” when referring to a member, means a member who has paid the annual subscription in advance.

“Full Member” (as defined in the Registered Clubs Act) means a person who is an Ordinary Member or a Life Member of the Club.

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

“gift” includes money, hospitality or discounts.

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

“manager” shall mean the Secretary of the Club and such other persons approved by the Authority in accordance with the Liquor Act.

“Member” shall mean a Full Members as defined in the Registered Clubs Act.

“month” means a calendar month.

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

“notice board” means a board or boards designated as such and conspicuously located within the Club premises on which notices for the information of members are posted.

“office” means the registered office for the time being of the Club.

“Officer” shall have the meaning defined in the Act.

“ordinary resolution” means a resolution that may be passed by a simple majority (being at least 50%) of members present and entitled to vote at a general meeting

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

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

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

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

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

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

- (a) is passed at a general meeting of the Club of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) is passed by a majority of at least 75% of members entitled to vote who are in attendance and vote in person at the meeting.

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

“top executive” means each of the following:

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

"Triennial Rule" means the Rule of the Club that provides for the election of members of the Board for a three (3) year term of office in accordance with Schedule 4 of the Registered Clubs Act.

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

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

INTERPRETATIONS

- 3. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or of any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by the Supreme Court of New South Wales.
- (e) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
- (f) This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (g) Words importing a gender include every other gender. Words in the singular number include the plural and vice versa. A reference to a person does not exclude it being a reference to a corporation, a body corporate or politic.

EFFECT OF CONSTITUTION

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

CLUB STRUCTURE AND NON-PROFIT

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

PRELIMINARY INFORMATION

- 7. The Club is established for the purposes set out in the Constitution.
- 8. (a) Subject to the provisions of Section 10(6) of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the governing body, or of any committee of the Club, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club.
- (b) Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Club Licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a license.

MEMBERSHIP

- 9. The membership of the Club shall consist of such persons as the Board shall admit to membership in accordance with the Constitution.
- 10. Unless otherwise determined by the Board, the membership of the Club shall consist of the following classes:
 - (a) Full Members
 - (b) Life Members

- (c) Junior Members
 - (d) Social Members
11. In accordance with the Registered Clubs Act, the Club shall also have the following classes of membership:
- (a) Provisional Members
 - (b) Temporary Members
 - (c) Honorary Members
12. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law and as determined by the Board.

CLASSES OF MEMBERSHIP

13. Full Members
- (a) Persons who have attained the age of eighteen (18) years and who are elected as Full Members of the Club and who have paid the appropriate annual subscription and other fees and changes for such class of membership.
 - (b) Full Members shall be:
 - (i) Entitled to be elected a member of the Board;
 - (ii) Entitled to vote at any election of the Club;
 - (iii) Entitled to attend and vote at any general meeting of the Club.
 - (c) Full Members shall be affiliated with the appropriate golf and/or bowling associations in accordance with the fees paid by the member.
14. Life Members
- (a) Any member who has rendered long or meritorious service to the Club may, on account of such service or for any other commendable reason, be elected at any general meeting a Life Member of the Club provided the Board has recommended such nomination.
 - (b) Life Members shall not be liable to an annual subscription.
 - (c) A Life Member shall be entitled to all the rights privileges of the class of membership held over the twelve (12) months immediately prior to being elected a Life Member.
 - (d) For the purpose of this Rule, Life Members of the Tocumwal Bowls Club Limited shall be Life Members of this Club.
 - (e) For the purpose of this Rule, long or meritorious service to the Tocumwal Bowls Club Limited and to the Tocumwal Golf Club Ltd shall be recognised as service to this Club in considering candidature for Life Membership of this Club.

15. Junior Members

- (a) Any person under eighteen (18) years of age may be admitted as a Junior Member for the purpose of participating in regular sporting competitions organised by the Club and shall be subject to such conditions and restrictions as the Board may from time to time impose.
- (b) Junior Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
- (c) Junior Members shall be entitled to use such portions of the Club's premises as the Board may from time to time determine but no liquor shall be sold or supplied to any Junior Member.

16. Social Members

- (a) Persons who have attained the age of eighteen (18) years and who are elected as Social Members of the Club and who have paid the appropriate annual subscription and other fees and charges for such class of membership.
- (b) Social Members shall:
 - (i) Not be elected or appointed as a member of the Board.
 - (ii) Not attend any general meeting of the Club.
 - (iii) Not vote at any election of the Club subject to the Registered Clubs Act.
 - (iv) Not propose or second a person for the position of Director.
- (c) Social Members may play on the course and greens upon payment of green fees as set by the Board, but are not eligible to play in Club competitions.

PROVISIONAL MEMBERS

17. Provisional Members shall be persons who have applied for membership and shall have paid the relevant joining fee (if any), annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

TEMPORARY MEMBERS

18. (a) "Temporary Member" shall mean a person over the age of eighteen (18) years who has been admitted to membership at the discretion of the Board or management of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
 - (ii) A person who is a member of another registered club with similar objects to those of the Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition;
 - (iv) An interstate or overseas visitor.

- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Members register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (d) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce Guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (e) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a Responsible Adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.
- (f) Temporary Members shall not be required to pay a joining fee or annual subscription unless determined otherwise by the Board from time to time.
- (g) The Temporary Membership of any person may be cancelled at any time without assigning any reason.

HONORARY MEMBERS

- 19. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.

PATRONS

- 20. Patrons may be appointed from time to time by the members in general meeting. Such Patron or Patrons shall be deemed to be Honorary Members of the Club provided that any Patron who is a member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be Patrons when the period of appointment expires, and may be removed prior to that time by the members in general meeting.

VOTES OF MEMBERS

- 21. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the Members of the Club.
- 22. (a) Each member entitled to vote shall have one (1) vote.

- (b) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
23. (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 any Office as a member of the Board.
- (b) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

ADMISSION TO MEMBERSHIP

24. Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
25. A person shall not be admitted as a member of the Club (other than as an Honorary Member, Temporary Member or Provisional Member) unless the person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club. The names of those members present and voting at that meeting are to be recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be made by majority vote.
26. The names and addresses of persons applying for membership of the Club shall be displayed in a conspicuous place on the premises of the Club for at least one (1) week before their election and an interval of at least two (2) weeks shall elapse between the application for membership being submitted to the Club and the election of the person as a member of the Club.
27. The first annual subscription and any other fees and changes which a candidate for membership must pay shall be lodged with the application for membership before the election of such candidate may be considered by the Board. Upon such approval being granted the candidate shall become a member of the Club and will be bound by the Constitution and By-laws of the Club. In the event of any application for membership not being approved all monies lodged by the candidate shall be returned to the candidate forthwith.

TRANSFERRING BETWEEN CLASSES OF MEMBERSHIP

28. (a) The Board, at its discretion, may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred may, at the discretion of the Board, receive a refund or reduction of any joining fee or subscription paid or payable for the then financial year and may be required to pay the difference between the joining fee (if any) and/or annual subscription applicable for his or her present membership and the joining fee (if any) and/or annual subscription applicable to the class of membership to which he or she desires to be transferred.
- (b) A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board, without the need for application, from Junior Membership to Full, Bowls, or Social Membership, subject to payment (if any) by the member of an additional annual subscription and/or other fees.

SUBSCRIPTIONS, JOINING FEES AND LEVIES

29. The annual subscriptions and any other fees and changes payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by members shall be not less than two dollars (\$2.00).

30. (a) Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws.
- (b) Annual subscriptions shall be due for payment on the first day of September in each year.
31. (a) The Board may determine that a nominee elected to membership during the financial year may receive a discount on the annual subscription in respect of that financial year provided always that such discounted subscription shall be not less than the sum of two dollars (\$2.00).
- (b) The Board shall have power to make charges and levies on categories of members for general or special purposes as they see fit.
- (c) The Board may at any time or times suspend the payment of joining fees or reduce the amount of the annual subscription to an amount of not less than two dollars (\$2.00) in respect of individual cases and shall have discretionary power to fix and determine or waive the joining fee chargeable to any member under any special circumstances that may arise.

NON-FINANCIAL MEMBERS

32. (a) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
- (b) If the subscription of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the defaulting member shall be debarred from all privileges of membership and the member's name shall be removed from the register of members by the Board and he or she shall be disqualified by the Board from all Club competitions in which he or she is participating.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

33. If any member refuses to or neglects to comply with any of the provisions of the Constitution, By-laws or other Rules of the Club or is in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or is guilty of conduct which in the opinion of the Board is unbecoming of a member or which renders the member unfit for membership, the Board (including a properly constituted disciplinary committee of the Board) shall have the power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase the member's name from the register of members provided that at all times the principles of procedural fairness are upheld and that:
- (a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a prepaid letter posted to his or her last known address at least fourteen (14) clear days before the meeting of the Board at which the charge is to be heard and the member may be temporarily suspended, effective immediately, from the enjoyment of the Club privileges until the hearing is completed and the decision is handed down.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the complaint and may be accompanied at the hearing by a person of the member's choice, or the member may answer the complaint in writing.
- (c) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
- (d) Witnesses may be reasonably called to attend and to give evidence or may give a written statement.

- (e) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend, or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
- (f) A member who is found guilty of conduct which could be deemed unbecoming of a member or prejudicial to the interests of the Club or which renders the member unfit for membership shall be given the opportunity to address the Board prior to a penalty being imposed.
- (g) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Rule and any member reprimanded, suspended or expelled pursuant to this said Rule shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- (h) Thorough minutes shall be taken of all meetings relating to a charge or complaint made against a member.
- (i) The member shall be notified in writing of any decisions and penalties imposed by a Judiciary Committee or by the Board.

JUDICIARY COMMITTEE

- 34. (a) The Board may by resolution delegate all of the powers discretions and functions given to the Board by Rule 33 to a judiciary committee comprised of three (3) persons appointed by the Board and the Secretary or Manager.
- (b) The judiciary committee referred to in paragraph (a) of this Rule shall conduct it's activities in accordance with the procedures referred to in Rule 33 save that any decision by the judiciary committee to expel a member will require the unanimous decision of the members of the judiciary committee voting on a resolution to that effect.
- (c) The outcome of the hearing and any minutes shall be given to the Board as soon as possible. The Board shall review the proceedings and decisions of the judiciary committee and shall either endorse the decisions or by resolution may overturn any decision of innocence or guilt and may impose a different penalty. A Board member who was on the judiciary committee that made the decision or who has an association with the complaint shall not be present during the review process and shall not vote on any penalty to be imposed.
- (d) A decision of the judiciary committee to suspend or expel a member shall continue in full force and have effect until that decision has been substituted by a decision of the Board.
- (e) The Board shall have the power by resolution to revoke any delegation to the judiciary committee pursuant to paragraph (a) of this Rule and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge or the identity of or the office held by the member which the Board considers it would not be appropriate for the charge to be heard by the judiciary committee.
- 35. (a) A member found guilty by the judiciary committee may lodge in writing with the Board an appeal against the decision of the judiciary committee to reprimand, suspend, expel or fine that member. Such written appeal shall be lodged not later than fourteen (14) days following the hearing at which the penalty was imposed.

- (b) If an appeal is received, the Board shall review the proceedings of the judiciary committee hearing and shall assess the fairness of the penalty imposed. A member who did not have the opportunity to give evidence in person at a judiciary committee hearing shall be given the opportunity to address the Board during the appeal meeting. A Board member who was on the judiciary committee that made the decision or who has an association with the complaint shall not be present during the appeal process and shall not vote on any penalty to be imposed. Any decision of the Board shall be final.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

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

re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.

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

RESIGNATION OF MEMBERSHIP

37. (a) A Member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which such notice in writing is received by the Secretary.
- (b) Should any Member who has paid a joining fee on joining the Club resign and subsequently apply for membership within a period of three (3) years from the date of this said resignation and be re-elected as a Member of the Club, he or she shall not be required to pay a further joining fee unless at the time of re-election the joining fee (if any) is more than the joining fee paid by him or her on previously becoming a Member of the Club in which case he or she shall be required to pay the difference between the joining fee applicable at re-election and the joining fee payable on previously becoming elected a Member of the Club.

CESSATION OF MEMBERSHIP

38. Every person ceasing to be a Member of the Club shall ipso facto forfeit all right to or claim upon the Club which he or she would have by reason of membership and in no case is membership transferable.

ADDRESSES OF MEMBERS

39. Every person shall on becoming a member furnish to the Secretary particulars of his or her address and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND GUESTS

40. The Club shall keep the following registers:
- (a) Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
- (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. The register shall have entered in it, when any such Temporary Member enters the Club premises for the first time, the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.

- (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
 - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his or her name in the Register once. It is offence to make an entry in the guest register relating to a person under the age of eighteen (18) years.
41. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

GUESTS

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

BOARD OF DIRECTORS

43. The Board shall be comprised as follows:
- (a) From the date of completion of the amalgamation of Tocumwal Golf Club Limited and Tocumwal Bowls Club Limited until the Annual General Meeting of the Club to be held in 2018, the Board shall consist of nine (9) directors and shall be comprised of a Chairperson, Deputy Chairperson, Treasurer, Golf Captain, Bowls Captain and four (4) ordinary directors.
 - (b) With effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018, the Board shall consist of nine (9) directors and shall be comprised of a Chairperson, Deputy Chairperson, Treasurer and six (6) ordinary directors.
44. (a) At the first Board meeting following an election, the Board shall appoint the Chairperson and Deputy Chairperson from the elected members of the Board.

- (b) (i) A suitably qualified member of the Board may be appointed to hold the position of Treasurer by a resolution of the Board and such appointment shall be made at the first Board meeting held following an election.
 - (ii) A suitably qualified person may be appointed to the Board to hold the position of Treasurer in accordance with the special appointment provisions of the Registered Clubs Act.
 - (iii) A suitably qualified person may be appointed by resolution of the Board to hold a non-board member position of Treasurer, with the term of the appointment being determined by the Board. A member so appointed as Treasurer under this sub-paragraph shall attend Board meetings but shall have no vote on Board decisions.
 - (iv) The Board may determine that no member shall be appointed to hold the position of Treasurer.
45. (a) At each general meeting held while the Triennial Rule is in force the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.
- (b) For the purposes of the Triennial Rule, three (3) members of the Board shall be elected each year and subsequent years of the triennial cycle.
- (c) In addition to the number of members of the Board to be elected annually under subclause (b), additional members of the Board shall be elected to fill casual vacancies in accordance with the Constitution.
- (d) Under no circumstances shall a member of the Board be permitted to hold office for more than three (3) years without being re-elected at a general meeting.
- (e) A person whose term of office as a member of the Board expires is eligible for re-election for a further three (3) year term under the Triennial Rule.
46. Each member elected or appointed to the Board may be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.

NOMINATION AND ELECTION OF THE BOARD

47. (a) An election for vacancies on the Board shall be held annually by a postal ballot held in accordance with this Constitution.
- (b) Such ballot papers shall be forwarded in the manner provided under this Constitution to all members entitled to vote at the Annual General Meeting.
- (c) The postal ballot for Board Members shall close at the Clubhouse at 6 pm on the date clearly specified on the Ballot Material (paper) prior to the date of the Annual General Meeting.
48. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
49. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the

- signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
- (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
- (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.
50. The decision of the Returning Officer in respect of all matters relating to the giving of notices as aforesaid or to the informality of any vote shall be final and no objection shall be raised by any member by reason of the failure on the part of the Returning Officer to hand or post a ballot paper to any member.
51. (a) A person shall not be elected or appointed to hold office as:
- (i) a member of the Board unless he or she is a Full Member or Life Member of the Club;
- (ii) the Golf Captain unless he or she is a member of the golf section for the purposes of Rule 65(a)(i) of this Constitution;
- (iii) the Bowls Captain unless he or she is a member of the bowls section for the purposes of Rule 65(a)(ii) of the Constitution.
- (b) No Member currently under suspension shall be elected to office or perform duties as the holder of an office or member of any committee or vote at any meeting of the Club while he or she remains unfinancial or during the period of such suspension.
- (c) A person whose term of office as a member of the Board expires is eligible for re-election for a further term under the Triennial Rule or otherwise.
52. Except as herein provided nominations for the election for the Board shall be made in writing signed by two (2) Full, Bowls, or Life Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least thirty (30) days before the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial Members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club notice board.
53. Position on the ballot paper shall be decided by lot or as required by the Act. The positions on the ballot paper shall be conducted by the Returning Officer in the presence of scrutineers.
54. (a) If the number of candidates nominated shall exceed the number required to be elected, a postal ballot shall be taken as provided for by this Constitution and by the By-laws.
- (b) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall be made orally at the meeting for the vacancies then remaining. No person shall be elected from the floor of a meeting without giving consent to such nomination (whether present or not). If more than one candidate is nominated for such vacancies, an election by ballot for such vacancies remaining shall be held at the general meeting.
- (c) In the case of an equality of votes for any candidate or candidates, the Returning Officer shall determine by lot the candidate to be elected. The expression "determined by lot" means determined in accordance with the following direction: The names of the candidates concerned having been written on similar slips of paper, and the slips having been folded so as to prevent identification and mixed and drawn at random, the candidate whose name is first drawn shall be elected.

- (d) The Returning Officer shall report in writing the result of the ballot to the chairperson of the Annual General Meeting who shall declare same at the meeting. Provided that the chairperson shall read the report and shall declare the candidates who the report states as having the greatest number of votes or where a candidate to be elected has been determined by lot then the candidate who was successful in the determination by lot as aforesaid is the candidate elected to office.
- 55. The Board may from time to time make such regulation consistent with these Rules as they think necessary for the conduct of any election and all matter in connection therewith. Any regulation so made may be set aside by resolution of the Club in a general meeting subject to notice of intention to propose such resolution having been given as provided by this Constitution.
- 56. The Club may from time to time by special resolution passed at a general meeting increase or reduce the number of members of the Board.

SPECIAL APPOINTMENTS MADE BY THE BOARD

- 57. (a) In accordance with the Registered Clubs Act, the elected members of the Board may appoint special Board members to hold up to two (2) Board positions at any one time, provided that:
 - (i) The terms shall be no more than three (3) years; and
 - (ii) The person must be a member at the time of, and for the duration of, the appointment; and
 - (iii) The person is not eligible for reappointment as a special Board member at the end of the term.
- (b) (i) Within twenty-one (21) days of a special Board member appointment being made, a notice must be clearly displayed on the club's notice board and on the club's website (if any) that states the reason for the person's appointment, the person's relevant skills and qualifications, and any payments to be made to the person in connection with the appointment.
- (ii) For the purpose of this Rule, the positions of golf club Captain and bowls club President shall be considered suitable qualifications for special appointment.
- (c) Nothing in this Rule shall prevent the appointment of members to fill casual vacancies in accordance with this Constitution.

REMOVAL FROM OFFICE OF DIRECTORS

- 58. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. Any person so appointed shall hold office during such time only as the Director removed would have held office if such person had not been so removed.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.

VACANCY ON THE BOARD

59. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act (in particular, but not limited to, provisions relating to convictions and bankruptcy);
 - (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act (which may include failing to complete training for directors);
 - (c) fails to declare the nature of an interest in a contract or office or property as provided by the Act.
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove such person from office;
 - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (g) transfers to a class of membership that would disqualify him or her from being eligible for appointment to his or her own office under the provisions of this Constitution following the change of membership class;
 - (h) becomes an employee of the Club;
 - (i) resigned from office by notice in writing to the Secretary of the Club;
 - (j) ceases to be a member of the Club.
60. (a) The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy.
- (b) In accordance with the Triennial Rule of the Registered Clubs Act, a person who is appointed to the Board to fill a casual vacancy shall hold office only until the next succeeding Annual General Meeting. Such person appointed to the Board shall be eligible for re-election.

POWERS OF THE BOARD

61. The Board shall be responsible for the management of the business and affairs of the Club.
62. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and to do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such Member or Members of its body and/or such Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any 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 shall be ex-officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of the committee shall be determined

by a majority of votes of the members present and in the case of any equality of votes the chairperson of the committee shall have a second or casting vote. The meetings and proceedings of any committee consisting of two or more members 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 clause or by any regulation made by the Board pursuant to this clause.

- (b) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) 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 may be thought fit.
- (e) 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.
- (f) 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.
- (g) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holder.
- (i) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange Core Property shall be in accordance with the Registered Clubs Act.
- (j)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his or her duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other

remunerations and to determine with or without compensation any contract for service or otherwise.

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

DUTIES OF DIRECTORS, THE SECRETARY, AND EMPLOYEES

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

BY-LAWS

- 64. (a) 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 property 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 this Constitution empowered to regulate by By-law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the links and greens.
 - (v) The upkeep and control of the links and greens.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members.

- (viii) The privileges to be enjoyed by each category of members.
 - (ix) The relationship between members and Club servants.
 - (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.
- (b) 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 notice board.

SUB-CLUBS

65. (a) The Club may create sections and committees for the conduct, management and control of all or any game or sporting activity 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 to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections 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 or committees and the contract 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.. Without limiting the generality of this Rule, there shall be the following Sections:
- (i) Golf section
 - (ii) Bowls section
- (b) For the purposes of this Clause to permit any such section 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 and/or Victoria 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.
- (c) In furtherance to this Rule, any section or committee formed shall at all times remain a section or committee of the Club and the assets and funds of said section or committee shall remain assets and funds of the Club.
- (d) Subject to the general control and supervision of the Board each such section 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 shall also be produced regularly and promptly for inspection by or on behalf of the Board.
- (e) Subject as hereinafter provided the Constitutions and Rules or By-laws of each such section 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 members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (f) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board. Provided that any such disciplinary action taken by a section may be altered or rescinded by a resolution of the Board.

PROCEEDINGS OF THE BOARD

66. (a) The Board may meet together 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 calendar month 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 Minutes Book provided for that purpose.
- (b) The Chairperson shall preside 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 the Deputy Chairperson shall act as chairperson of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act then the Board members present may elect their own chairperson for the meeting.
- (c) The quorum for meetings of the Board shall be five (5) members personally present.
67. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. Teleconference access to Board meetings, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.
68. The Chairperson may at any time and the Secretary upon the request on not less than three (3) members of the Board shall convene a meeting of the Board.
69. 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 a determination of the Board. In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
70. 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.
71. All acts done by any meeting of the Board or of a committee 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.
72. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.

DIRECTORS' INTERESTS

73. (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

HONORARIUM

74. Nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

GENERAL MEETINGS

75. 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 close of the financial year. All meetings of the general body of Members other than Annual General Meetings shall be called general meetings.
76. (a) The Board may whenever it thinks fit convene a general meeting of the Club and shall convene a general meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings or twenty (20) members entitled to vote at meetings of the Club, whichever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.

- (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
77. (a) Subject to the provisions of the Act relating to Special Resolutions, twenty-one (21) days notice specifying the place, day and hour of a general meeting and in case of special business, the general nature of that business, shall be given in the manner hereinafter provided to all Members entitled to attend and vote at general meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any Member unless the Court on application of the Member concerned, a Member entitled to attend the meeting, or the Australian Securities and Investments Commission declares proceedings of the meeting invalid.
- (b) (i) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, whichever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
 - (ii) Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- (c) A Member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The Member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the

contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the Members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

PROCEEDINGS AT GENERAL MEETINGS

78. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the minutes of the previous Annual General Meeting and of any other general meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
 - (d) To approve honoraria or other extraordinary benefits (if any);
 - (e) To elect the Board in accordance with this Constitution;
 - (f) To deal with any valid business of which due notice has been given;
 - (g) To deal with general business as provided for by this Constitution or as approved by the chairperson or as approved by the meeting.
79. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
80. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
81. No business shall be transacted at any general meeting of Members unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of Members shall not be less than twenty (20) Members present and entitled to vote and at all other general meetings and at all Annual General Meetings shall not be less than twenty (20) Members present and entitled to vote.
82. If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week and at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present Members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
83. The Chairperson of the Board shall be entitled to take the chair at every general meeting. If the Chairperson is not present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act then the Deputy Chairperson shall act as chairperson. If the Deputy Chairperson is not present within fifteen (15) minutes after the time appointed for

holding the meeting or is unwilling to act then the members of the Board present shall elect one of their number to be chairperson or if no members of the Board are present the Members present shall elect one of their number to be chairperson of the meeting.

84. Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
85. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members present and entitled to vote and unless a ballot is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
86. 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 an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

FINANCIAL YEAR

87. 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 such period as having regard to the Act, the Board may determine.

ACCOUNTS AND AUDIT

88. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
89. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.
90. The books of accounts shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

ANNUAL REPORT

91. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and an auditor's report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.

- (b) The Directors' report, in addition to the other statutory requirements, shall include:
 - (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.
 - (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
 - (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.
92. (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
 - (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
 - (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
93. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

AUDITOR

94. In accordance with the Act, the following provisions shall apply in relation to the Auditor:
- (a) person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
 - (c) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by an ordinary resolution at a general meeting of which notice has been given.
 - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.

- (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
 - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
 - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
95. The Auditor's duties shall be regulated in accordance with the provisions of the Act.
96. (a) The Club must give the Auditor notice of all general meetings in the same way that a Member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a Member of the Club is entitled to receive.
- (b) The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

TREASURER

97. The Treasurer shall supervise the financial affairs of the Club in such manner as the Board may from time to time determine.

SECRETARY

98. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club. The Secretary shall be trained in accordance with the Registered Clubs Act.

DUTIES OF THE SECRETARY AND/OR MANAGER

99. In accordance with the Act and the Registered Clubs Act, the Secretary and/or Manager of a premises shall be responsible for the following duties and ensure that the said duties are carried out:
- (a) To carry out all duties and instructions which the Chairperson or Board shall direct.
 - (b) To convene and if requested attend Meetings of the Board and of sub-committees taking Minutes of the business transacted thereat and shall enter them in the Minute Book.
 - (c) To conduct, keep and produce the correspondence in connection with the Club.
 - (d) To keep at the Club premises a register containing the names, addresses and occupations of all Members, the class of membership to which each Member belongs and a record showing the date of payment by them of subscriptions, joining fees and all other monies due by them.
 - (e) To post on the Club notice board all notices required to be so posted either by these Rules or as directed by the Chairperson or Board.
 - (f) To keep a register of Gifts received by members of the Board and employees as required by the Registered Clubs Act;
 - (g) To keep such books and records as may be thought necessary by the Board for the purpose of fully and correctly showing the Club's operating position and affairs;

- (h) To prepare and submit to the Board for approval the Annual Report of the Club's affairs for presentation to the Annual General Meeting.
- (i) To apply within the time prescribed for such registration and renewals required by Statute or regulations made thereunder as are necessary for the business and carrying on of the Club.
- (j) To perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution.
- (k) To perform such other duties that are required to be carried out by the Secretary in accordance with the provisions of the Act and the Registered Club Act.
- (l) To generally perform and carry out all the duties pertaining to the office of Secretary and/or Manager for the benefit of the Club and the well-being of its Members.

MINUTES

100. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
- (a) of all appointments of officers made by the Club in general meeting or by the Board;
 - (b) of the names of the Directors present and voting at each meeting of the Board;
 - (c) of the number of members present and voting at general meetings of the Club;
 - (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.
101. Minutes of all resolutions and proceedings at general meetings and meetings of the Board shall be entered within one (1) month of the meeting in a book provided for that purpose and any such Minutes shall be signed by the chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

COMPANY SEAL AND EXECUTION OF DOCUMENTS

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

NOTICES

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

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

INSPECTION OF RECORDS

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

INDEMNITY AND INSURANCE OF OFFICERS

108. Every Officer of the Club (as defined in the Act) and Auditor shall be indemnified out of the property of the Club against any liability incurred by him or her in such person's capacity as Officer or Auditor in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted in connection with any application under the Act in which relief is under the Act granted to him or her by the Court in respect of any negligence, default, breach of any duty or trust.
109. To the greatest extent permitted By-law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or Officer of the Club or of a subsidiary of the Club against any liability including any liability for legal costs other than a liability that arises out of conduct involving a wilful breach of duty in relation to the Club or a wilful contravention of the Act.

CLUB OPERATION

110. (a) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (b) Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
111. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003* (NSW); and
- (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
- (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,

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

112. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
113. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
114. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
(b) A person under the age of eighteen (18) years shall not use or operate any poker machines or any other types of gaming machines on the premises of the Club.
115. The Registered Clubs Act may require members of the Board, the Secretary of the Club, and persons appointed under the Liquor Act as managers of Club premises, to undergo training courses relating to financial management and other matters that are relevant to their functions.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

116. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
117. In accordance with Regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any Gifts or Remuneration received from a person or organisation that is a party to a Contract with the Club, including all parties supplying goods and/or services to the Club.
118. (a) The Club shall not enter into a Contract with the Secretary of the Club, a Manager, or any Close Relative of the Secretary or Manager, or a company or other body in which any of these persons has a Controlling Interest. "Controlling Interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a Top Executive unless the proposed Contract has first been approved by the members of the Board.
(b) The Club must not enter into a Contract with a member of the Board or a Top Executive of the Club, or with a company or other body in which such a member or Top Executive has a pecuniary interest, unless the proposed Contract is first approved by the Board of the Club.
(c) Paragraph (b) of this Rule does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant Contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that paragraph applies.
(d) It shall be the duty of a member of the Board or a Top Executive to declare the nature of her or her interest in a Contract in writing, or at a Board meeting of the Club, prior to the approval of such Contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
(e) A member of the Board so interested in a Contract shall be counted in a quorum but shall not vote on any such Contracts or arrangements with the Club.

- (f) Before entering into a Contract, the Club shall make all reasonable inquiries to ensure that the provisions of paragraphs (a) and (b) of this Rule are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed Contract is or is not a person, company or body referred to in paragraphs (a) and (b) of this Rule, the Club is entitled to rely on a statutory declaration from the party to the proposed Contract (or, in the case of a company or other body that is a party to the proposed Contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
119. The Secretary of the Club and Managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
120. (a) Any member of the Board of the Club or a Top Executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a Top Executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
121. A member of the Board who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of the interest at a meeting of the Board.
122. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's Contract of employment with the Club.
123. In accordance with Regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

CONSTITUTION

124. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said act they shall be inoperative and have no effect.
125. (a) The Constitution may be altered or amended at a general meeting by Special Resolution of which due notice has been given to Members of the Club.
- (b) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of Members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.

126. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.
- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Director of Liquor and Gaming, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
127. A copy of the Constitution of the Club shall be supplied to a Member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

OBJECTS

128. The objects for which the Club is established are:
- (a) (i) To acquire and take over the assets and assume the liabilities of the unincorporated club known as the Tocumwal Golf Club.
- (ii) To acquire and take over the assets and assume the liabilities of the club known as the Tocumwal Bowls Club Limited.
- (b) To promote and conduct the sports of golf and bowls, and such other amusements and entertainments, pastimes, and recreations, indoor and outdoor, as the Club may deem expedient.
- (c) To construct, establish, provide, maintain and conduct such golf courses, lawn bowling greens, playing areas, grounds and facilities as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation, either residential or otherwise, as the Club may from time to time determine.
- (d) To purchase, take or lease in exchange or otherwise acquire and hold any lands or buildings, freehold or leasehold property or any easements, rights or privileges, real or personal 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 and to sell, improve, manage, develop, exchange, lease, convey, transfer, assign, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club, provided that no portion of the Club premises which are the subject of a Club License under the Liquor Act shall be leased without the consent of the Authority being obtained.
- (e) To construct, maintain and alter any building or work necessary or convenient for the purpose of the Club.
- (f) To raise money by joining fees, subscriptions and the payments payable by members and to grant any rights and privileges to subscribers.
- (g) To promote and hold either alone or jointly with any other association, club or persons, golf and bowls meetings, competitions, matches and other 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 entertainments. 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 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 or competition, may be awarded to him or her.
- (h) To subscribe to become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club.

- (i) To affiliate with such sporting associations as shall be deemed expedient and to arrange for the representation of the Club at any corporation, body or bodies formed for the purpose of promoting and/or controlling golf or other games sports and pastimes.
- (j) In furtherance of the objects of the Club to buy, prepare, make supply, sell and deal in all kinds of equipment and all apparatus used in connection with the sports of golf, lawn bowls and other sports and pastime; and all kinds of liquors, provisions and refreshments required or used by the members of the Club or other persons frequenting the grounds, Club house or premises of the Club subject however, to the provisions of the *Liquor Act 2007*, as amended, and the *Registered Clubs Act 1976*, as amended.
- (k) To make, draw, accept, endorse, discount and execute and to issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (l) 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 any of the Club's property (both present and future), and to purchase, redeem or pay any such securities.
- (m) 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 any part of the Club's business or undertaking or property, both present and future.
- (n) 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.
- (o) To invest and deal with the monies of the Club 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.
- (p) To hire, employ and dismiss secretaries, clerks, managers, servants, workmen and contractors and to pay to them and to other persons in return for services rendered to the club, salaries, wages, gratuities or pensions.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant 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 fiduciary 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 to pay premiums or other amounts on such insurance funds, pensions or allowances.

- (u) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (v) To do all or any of the above mentioned things either singularly or in conjunction with any other corporation, company, firm, association, club, or person and either as principal, agents, contractors, trustees or otherwise.
- (w) To make donations for charitable benevolent or patriotic purposes.
- (x) To make application for obtain and maintain a Club License under the *Liquor Act 2007*, as amended, and from time to time apply for and obtain a renewal of such Club License and to make application for and to keep and operate approved gaming machines in accordance with the *Gaming Machine Act 2001*.
- (y) To recognise Life Members of the Tocumwal Bowls Club as Life Members of the Club.
- (z) To recognise membership of the Tocumwal Bowls Club as membership of the Club in respect of any other member right or entitlement (including qualification for Life Membership of the Club).
- (aa) The traditions and history of the Tocumwal Bowls Club will be preserved and promoted by the Club.
- (bb) The existing memorabilia (including honour boards and trophies) will be retained and displayed at the Club premises.
- (cc) The Club will continue to provide the activities currently provided by the Tocumwal Bowls Club to its members with such activities to include but not be limited to:
 - (i) Tocumwal Bowls Club bowling teams
 - (ii) Tocumwal Bowls Club bowling events
- (dd) 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 Clause, the meaning and effect of any object shall be construed and have effect as an independent power and that the Clause is to be construed so as to widen and not restrict the powers of the Club.

LIABILITY OF MEMBERS AND WINDING UP OF THE CLUB

- 129. The liability of the members is limited.
- 130. Each member of the Club undertakes to contribute to the assets of the Club, in the event of the same being wound up while he or she is a member, or within one (1) year after he or she ceases to be a member, for payment of any debts and liabilities of the Club contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Two Dollars (\$2.00).
- 131. If upon the winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institutions having objects similar to the objects 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 Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other

judge at that court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

Section 3:
BY-LAWS
of
TOCUMWAL GOLF and BOWLS CLUB LIMITED

The Board of Directors of the Tocumwal Golf & Bowls Club Limited, pursuant to powers conferred on it by the Constitution hereby make the following By-Laws.

BY-LAW 1

POKER MACHINE BY-LAWS

General: These By-Laws shall be called the Poker Machine By-Laws.

1. Only notes and coins of legal tender are to be used to play poker machines.
2. If the poker machine is able to be operated without inserting a coin or note, it is the player's responsibility to report the malfunction.
3. If a poker machine overpays or pays on a non-winning combination it is the player's responsibility to report the malfunction.
4. Legal proceedings may be instituted against any person who is observed using any foreign object on, in, or near any poker machine which is used to cause the machine to malfunction.
5. Tilting, rocking or in any way damaging any poker machine in this Club is strictly prohibited.
6. Failure to report any malfunction of a poker machine in this Club may result in legal proceedings being instituted against the player or players.
7. No jackpot will be paid to any person who has pulled a jackpot off.
8. No jackpot or winning combination will be paid to a player after closing time has been announced.
9. Any member violating these poker machine Rules may be liable to suspension or legal action.
10. Any visitor violating these poker machine Rules may be asked to leave the Club and the member who signed in the visitor may be liable to legal action or suspension.
11. Any Jackpot of \$2,000.00 or more may be payable by cheque within twenty-four (24) hours and will be mailed to the address shown in the Guest Register, or the address shown on the members record.
12. This Club reserves the right for poker machine staff to "PULL OFF" every jackpot, short pay or refill.

13. Any visitor playing poker machines may be asked to prove their identity to Club staff.
14. This Club reserves the right to refuse payment to ANY person, member or visitor, who is not abiding by any of the abovementioned Rules.
15. This Club also reserves the right to refuse any person, member or visitor, the right to play poker machines in the Club.
16. It shall be the responsibility of members to ensure that their guests abide by these Rules.

BY-LAW 2

DISPUTES AND COMPLAINTS

All complaints shall be made to the President or Secretary/Manager of the Club who, if unable to satisfy them, shall submit them to the Board. If it needs referral to the Board, the complaint must be in writing so as to avoid misinterpretation.

BY-LAW 3

PROPERTY LOSS AND/OR DAMAGE

Members shall not engage in any activities that directly or indirectly create loss and/or damage to Golf & Bowls Club property of whatsoever description.

Members will be held fully responsible for the restitution of such loss and/or damage.

BY-LAW 4

CONDUCT OF MEMBERS

All Members are expected:

1. To conduct themselves in such a manner that will not put at risk the safety and well being of other members, visitors or employees.
2. To obey directions given by officials and employees of the club whilst on the golf course, surrounds or in the buildings.
3. To conduct themselves in such a manner that they do not interfere with or prevent other members or visitors, enjoying or using any of the club facilities
4. To refrain from interfering with or obstructing employees in performing their duties.
5. To report to the club any actions of members, employees or visitors that they deem to be offensive, damaging or not in the best interest of the club.

BY-LAW 5

JUNIOR PERSONS

1. At all times, junior persons under the age of 15 years must be in the company and under the direct supervision of an adult whilst playing or using any part of the Golf Course, practice facilities, Bowling Greens, or on any part of the Club curtilage.
2. Whilst under supervision there is an expectation that this adult will carefully explain to our junior member the Rules of Golf and Bowls, etiquette and maintenance so as to enable them to become a future responsible player in club competitions

BY-LAW 6

DRESS REGULATIONS

The General Criteria to be applied is that "neat, clean and tidy attire is required at all times"

Hats and singlets are not permitted.

Reception staff and Door person will:

Interpret these rules having regard to the general criteria and have discretion to make the decision

Any disputes will be adjudicated by the Duty Manager.

BY-LAW 7

GOLF & BOWLS CAPTAIN

1. The Board will seek nominations from Members in the month of May Triennially from 2019 in coordination with the expiry of the Amalgamation MOU and Constitution.
2. The Board and Current Captains will select the Nominee for the Triennial Period.
3. In the event that a position is required to be filled at any time in the period, the Board can opt to appoint or seek further nominees, until the next Triennial date.
4. The Golf and Bowls Captain shall be a full member and responsible directly to the Board
5. The Golf and Bowls Captains shall Co-Chair the Sports committee as per Bylaw 8
6. The Captains of each sport are responsible for their individual sporting code and have the authority to set up subcommittees by appointment or election as deemed necessary by the code of conduct, rules, bylaws, play and if necessary gender or age representation of each sport.
7. The Captains of each sport
 - (a) The Club Captains are not autonomous and cannot act before consideration of any recommendations are made by the Board except in routine matters concerning the game of golf and Bowls
 - (b) Subject to the provisions of sub-section (a) above, the Captains shall have overall responsibility for the conduct of the game of golf and Bowls at the Tocumwal Golf & Bowls Club.

BY-LAW 8

SPORTS COMMITTEE

1. This committee will manage the sporting functions of the Club. It will oversee the specific sports committees, manage the technical and administrative functions required and maintain and develop the sports in the interests of the business and its members
2. The committee will be responsible to the Board of the Club and consist of seven members whose roles will be the following:-
 - The Captains of golf and bowls as defined in bylaw 7
 - These people will jointly chair the monthly committee meetings, ensure an agenda and meeting papers are prepared and distributed to all committee members and provide minutes of the meetings of which copies should be distributed to the heads of the sports committees, the Board and the CEO.
 - The Captains may be required, or seek, to attend board meeting to discuss resolutions their committees have put forward and/or to report on any activities pertinent to the Board.
 - A person from each sport who understands the administrative requirements at all levels, State, Regional and Local.
 - A person who understands the technical requirements of maintaining and developing the sports facilities.
 - A person from each sport to add representation of that sport on the SC and who will operate as a liaison between that committee and the individual sports committees
3. This committee will have the authority to make decisions on all issues within their sphere of influence. Where a decision has financial or structural implications it must be referred to the Board and where such decisions impact the operation of the Club it must also be referred to the CEO.

BY-LAW 9

Sports sub Committee

1. These committees will be responsible to the sports committee and will manage the day to day sporting activities and the communications process for their members. Each committee will consist of the necessary people of whom one should be a member of the sports committee. They should meet monthly and provide a record of those meetings to the sports committee.
2. These committees will have the authority to make decisions regarding the day to day operation of their sport. They will be responsible for ensuring their members are kept up to date with all activities, current and planned, in a timely manner. These committees may require further operational sub groups for the function of the sport IE selection ,match. The maximum number for the sub groups shall be no more than five (5) and must be approved in accordance with article 3 of bylaw 9.
3. Where a decision imposes on any financial, technical or administrative issues it must be referred to the sports committee together with an outline of the reasons and benefits of the proposed action and any impact to the financial, technical or administrative functions of the Club.

4. The roles of committee members will be for one year and those members shall be elected at each sporting code's annual meeting. The functions for the available committee positions will be outlined by the Captains at the AGM. Nominations for these positions and the associated duties, will be called no less than 7 days prior to the selection and those successful nominees will be informed immediately thereafter. Where a vacancy occurs during the term the Captains will have the power to fill that vacancy as they see fit until the next annual meeting of the committee
1. The sports committee will have the right to appoint sub-committees, as it deems necessary, to ensure the efficient conduct of that sport. The Sports Committee will ensure processes are in place so that the requirements of that sub-committee are adhered to. Any recommendations from the sub-committees regarding expenditure or any impact on the operation or administration of the Club must be referred to the Sports Committee for determination.

BY-LAW 10

MOTORISED GOLF VEHICLES

1. Application for the use of a golf cart and/or bike by a member of the golf club must be in writing to the Chief Executive Officer and accompanied by the annual prescribed fee as set by the Board.
2. The registration sticker supplied by the club must be installed on the front of the cart so that is readily visible for validation.
3. No person shall enter into a commercial arrangement to allow the use of their motorised golf vehicle on the course without prior permission from the Chief Executive Officer.
4. No person shall loan their motorised golf vehicle to another person, with the exception of direct relatives.
5. The Chief Executive Officer may authorise cart/bike use at his discretion with consideration of, but not limited to the following conditions:
 - (a) The minimum tyre width for these vehicles must be 80mm
 - (b) Vehicles must be silenced to the Chief Executive Officer's satisfaction
 - (c) At all times vehicles must be kept at least ten (10) metres clear of greens and tees where possible and follow allocated paths or signed direction
 - (d) Etiquette requires that their use does not interfere with or spoil the enjoyment of golf of other players on the course
6. Abuse of any of the above conditions, dangerous and/or reckless use of the vehicle may result in permission for use of the vehicle being withdrawn.
7. Board recommends and encourages that where possible Golf Carts are shared between golfers to help prevent wear and tear on the golf course. On days of inclement

weather a two cart policy will be declared by the Course Superintendent and Club Captain.

BYLAW 11

Alcohol Consumption in Club Property

1. The consumption of alcohol on the Clubs property must be purchased by and from the club through the provision of the Clubs liquor licence.
2. Any temporary amendment to this provision can only be by the direct authority of the Board for each occasion from time to time.