

I hereby certify that this and the following 50 pages is a true and correct copy of the Memorandum of Association and Articles of Association of Cabramatta Bowling and Recreation Club Ltd.

Dated:

Jay Porter
Chief Executive Officer

ART243

CORPORATIONS ACT

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

MEMORANDUM OF ASSOCIATION

of

**CABRAMATTA BOWLING AND RECREATION CLUB LIMITED
ACN 000 976 894**

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- 1 The name of the Company (hereinafter called "the Club") is "Cabramatta Bowling & Recreation Club Limited".
 - 2 Pursuant to Section 135(2) of the Corporations Act all replaceable rules referred to in that Act are hereby displaced or modified as provided in this Memorandum and the Club's Articles of Association.
 - 3 The objects for which the Club is established are:
 - (a) to promote the game of bowls and to conduct such sports games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient.
 - (b) to purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in the connection with any of the objects of the Club.
 - (c) to construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain clubhouses 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 raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
 - (e) to purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.
 - (f) to purchase take or lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same subject to the requirements of the Liquor Act and Registered Clubs Act.

- (g) to make, draw, accept, endorse, discount and execute and issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
 - (h) to borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
 - (i) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
 - (j) 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.
 - (k) 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.
 - (l) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 4 The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club, provided that nothing herein shall prevent the payment in good faith:
- (a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;
 - (b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;
 - (c) for goods supplied to the Club;
 - (d) of remuneration to any officers or employees of the Club or any member of the Club (other than an honorarium to a member of the Board) or other person in return for any service actually rendered to the Club; or
 - (e) reasonable and proper rent for the premises demised or let by any member of the Club.
- 5 The liability of the Members is limited.
- 6 Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that said person is a member or within one year thereafter for the payment of the debts and liabilities of the Club contracted before the time at which that person ceases to be a member and of the costs charges and expenses of winding up and for the adjustments of the rights of the contributories amongst themselves such amount as may be required not exceeding One Dollar.
- 7 If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to 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 imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8 The full names addresses and occupations of the subscribers hereto are:

NAME	ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS
William Raymond SUTTON	12 Burton Avenue MOOREBANK Reinforced Plastics
Noel Keith FAIRALL	Charlton Avenue CHIPPING NORTON Taxi Truck Prop.
Harold Everard MOORE	55 Hill Street CABRAMATTA Retired
John Stephen MONKS	18 Loloma Street CABRAMATTA Plant Operator
Leslie Ernst WARD	169 Epsom Road MOOREBANK Salesman
Aubrey DeVere SHORT	16 Delamere Street CANLEYVALE Supervisor
William Lawrence GOULD	30 Huntingdale Avenue CABRAMATTA Company Director
Anthony Clifton HUTCHINS	9 Humphreys Avenue CASULA Sales Representative
Donald Thomas WHITE	18 Kurrara Street CABRAMATTA Electrical Fitter
Robert Walter HOUSTON	10 Lombard Street CABRAMATTA Motor Mechanic
Colin Frederick James MAY	73 Longfield Street CABRAMATTA Technician
William MCKEAN	33 Fairview Road CANLEY VALE Farrier
John Maxwell RYAN	11 Prout Street CABRAMATTA Company Director
William Joseph SPENCER	2 Cummings Crescent LANSVALE Production Planner

NAME

Arthur Mark BRACKEN

**ADDRESSES AND OCCUPATIONS OF
SUBSCRIBERS**

3 Myddleton Avenue
FAIRFIELD
Company Director

DATED this Twentieth day of July 1972

Witness to all above signatures

E Paterson, JP
Accountant
11 Longfield Street
CABRAMATTA

ARTICLES OF ASSOCIATION
of
CABRAMATTA BOWLING AND RECREATION CLUB LIMITED
ACN 000 976 894

DEFINITIONS

- 1 (a) In these Articles of Association unless there be something in the subject or context inconsistent therewith:
- "The Act"** means the *Corporations Act 2001* (Cth) and any regulation made under the *Corporations Act 2001* (Cth). Any reference to a provision of the Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Act however that provision may be amended in that legislation.
- "The Board"** means the members for the time being of the Board of Directors of the Club constituted in accordance with these Articles.
- "By-Laws"** shall mean and include Rules made in accordance with the Articles.
- "The Club"** means Cabramatta Bowling and Recreation Club Limited (ACN 000 976 894).
- "The Club Notice Board"** means a board designated as such within the Club premises on which notices for the information of members are posted.
- "Financial member"** means a member of the Club who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- "Full member"** in relation to the Club shall mean a person who is an Ordinary member or Life member of the Club.
- "Gaming Machines Act"** means the *Gaming Machines Act 2001* (NSW) and any regulation made under the *Gaming Machines Act 2001* (NSW). Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- "In writing"** and "written" include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.
- "Liquor Act"** means the *Liquor Act 2007* (NSW) and any regulation made under the *Liquor Act 2007* (NSW). Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
- "Month"** except where otherwise provided in these Articles means calendar month.
- "Non-financial member"** means a member who has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.
- "Officers"** include the President and members of the Board but does not include the Auditor.
- "Quarter"** means a period of 3 months ending on 31 March, 30 June, 30 September, or 31 December.
- "Registered Clubs Act"** means the *Registered Clubs Act 1976* (NSW) and any regulation made under the *Registered Clubs Act 1976* (NSW). Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar

provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

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

"Special Resolution" has the meaning defined in the Act.

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

FINANCIAL MEMBERS

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
- (i) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

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

INTERPRETATION

- 2 (a) Words importing the singular number also include the plural and vice versa and words importing a gender include any gender, unless expressly specified otherwise.
- (b) The headings in these Articles are for guidance only and are not part of these Articles and shall not affect their meaning.
- 3 A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, 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.

PRELIMINARY

- 4 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.
- 5 The Club is established for the purposes set out in the Memorandum of Association.
- 5A (a) Every member is bound by and must comply with these Articles and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- (b) The Articles and By-laws of the Club have effect as a contract between:
- (i) the Club and each member;
 - (ii) the Club and each director; and
 - (iii) each member and each other member,
- under which each person agrees to observe and perform the Articles and By-laws as far as they apply to that person.
- 6 (a) The Club shall be a non-proprietary Club.

- (b) Subject to the provisions of Section 10(6) and 10(6)A of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - (c) Subject to the provisions of Sections 10(1)(j) and 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
 - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- 7
- (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
- 8
- (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Article 8(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
 - (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
 - (d) Subject to Section 73(2) 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.
 - (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

MEMBERSHIP

- 9
- (a) Deleted.
 - (b) A majority of Full members must at all times have the right to vote in an election for the Board of the Club.
- 10
- A person shall not be admitted to membership of the Club except as an Ordinary member, a Life member, an Honorary member, a Temporary member or a Provisional member. Each class of membership is open to all genders.
- 11
- The maximum number of members to be admitted to each category of membership shall be determined by the Board from time to time consistent with the requirements of the Registered Clubs Act and Article 9 of these Articles of Association.
- 12
- Unless otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:-

- Bowling members;
- Club members;
- Bundeena members;
- Junior Sporting members; and
- Club Malua members.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

ORDINARY MEMBERS

- 13 (a) **Bowling members** shall be those persons who:
- (i) at the date of the Special Resolution adopting these Articles of Association were recorded in the Register as 'Bowling members';
 - (ii) pursuant to Article 21 have been transferred to Bowling membership; or
 - (iii) make application for and are elected to Bowling membership in accordance with these Articles.
- (b) **Club members** shall be those persons who:
- (i) at the date of the Special Resolution adopting the Articles of Association are recorded in the Register as 'Club' members;
 - (ii) pursuant to Article 21 have been transferred to Club membership; or
 - (iii) make application for and are elected to Club membership in accordance with these Articles.
- (c)
- (i) **Junior Sporting members** shall be those persons who are less than 18 years of age and:
 - (1) at the date of the Special Resolution adopting the Articles of Association were recorded in the Register as Junior Sporting members;
 - (2) who pursuant to Article 21 have been transferred to Junior Sporting membership; or
 - (3) make application for and are elected to Junior Sporting membership in accordance with these Articles.
 - (ii) To be eligible for election to Junior Sporting membership pursuant to Article 13(c)(i)(3) a person must:
 - (1) be less than 18 years of age; and
 - (2) satisfy the Board that:
 - (A) they have an interest in taking an active part in the sporting activities of the Club on a regular basis;
 - (B) they are suitable for admission to Junior Sporting membership; and
 - (C) their parent or guardian has consented in writing to that person becoming a Junior Sporting member.

- (d) **Bundeena Members** shall be those persons who are admitted as Bundeena RSL Club Members in accordance with Article 26A.
- (e) **Club Malua Members** shall be those persons who are admitted as Club Malua Members in accordance with Article 26B.

LIFE MEMBERS

- 14 (a) Any Ordinary member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution carried by a two-thirds majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.
- (b) If a candidate for Life membership is not approved by the Board, no nomination will be submitted to a general meeting of the Club.
- (c) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Bowling membership.

RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

- 15 (a) **Bowling Members**
 - (i) A Bowling member shall not be entitled to vote on a Special Resolution to amend the Memorandum of Association or the Articles of Association unless the Club is satisfied from the Club's records, that the Bowling member has played at least 12 full games of Bowls (in a competition organised by the Club or Bowls NSW) as a member of the Club, during the preceding 12 months ending on the date which is four (4) weeks prior to the General Meeting..
 - (ii) A Bowling member shall not be entitled to be elected to the Board unless the Club is satisfied that:
 - (1) from the Club's records that the Bowling member has played at least 12 full games of Bowls (in a competition organised by the Club or Bowls NSW) as a member of the Club, during the preceding 12 months ending on the closing date for Board nominations; and
 - (2) that the Bowling member maintained an affiliation with the Club throughout that period.
 - (iii) Subject to paragraphs (i) and (ii) above, Bowling members shall be entitled to attend and vote at all general meetings of the Club (including on Special Resolutions) and in the election of the Board.
- (b) **Junior Sporting Members**
 - (i) Junior Sporting Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
 - (ii) Junior Sporting Members are permitted to use only those licensed areas of the Club for which authority under Section 22 of the Registered Clubs Act is in force, but shall not be served with or consume alcohol in the Club.
 - (iii) Junior Sporting members shall pay such annual subscription as the Board may determine from time to time.
- (c) **Club members** shall be entitled to attend and vote at general meetings of the Club and in the election of the Board but shall not be entitled to vote on any special resolution to amend the Club's Memorandum of Association or the Club's Articles of Association nor shall they be entitled to be elected or appointed to the Board.

- (d) **Bundeena members** shall have the same rights and privileges as Club members.
- (e) **Club Malua Members** shall have the same rights and privileges as Club members.

HONORARY MEMBERS

- 16 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club.
- 17 Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 18 When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

- 19 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-Law pursuant to these Articles.
 - (b) Full members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when that person so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 20
- (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
 - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
 - (c) Temporary members shall not be permitted to introduce guests into the Club;
 - (d) The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member and/or terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.

- (e) No person under the age of 18 years may be admitted as a temporary member of the Club other than pursuant to Article 19(c);
- (f) The Club shall keep a register of persons of or over the age of 18 years, who enter the premises as temporary members, apart from temporary members, admitted to the Club pursuant to Article 19(c). This register shall set forth:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

20A A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Article shall only be required to enter their relevant details in the register of Temporary members as required by the Registered Clubs Act on the first day that they enter the Club's premises during that period.

TRANSFER OF MEMBERSHIP

- 21 (a) The Board may transfer an Ordinary member to another class of Ordinary membership for which they are eligible, on the written request of the member. The Board may require the member to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.
- (b) Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid or payable by the member for the then financial year.

PROVISIONAL MEMBERS

- 22 (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a provisional member not be elected to membership of the Club that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with their application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Article 22.
- (e) The Secretary or senior employee then on duty may terminate the membership of any Provisional member at any time without notice and without having to provide any reason. If the membership of a Provisional member is terminated in accordance with this Article, the Club must return any joining fee and annual subscription (if any) paid by the Provisional member when applying for membership of the Club.

ABSENTEE LIST

- 23 The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of

New South Wales or residing outside that State. For the purpose of this Article the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an absentee list.

ELECTION OF MEMBERS

24 A person shall not be admitted as a member of the Club (other than as an Honorary member, Temporary member or Provisional member) unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed Election Committee of the Club by a majority of at least 75% of the Board or Committee members present and voting and the names of the members of the Board or Election Committee present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection.

25 **Deleted.**

- 26 (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form in writing, either in hard form or created electronically, and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, email address, telephone number, and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
- (a1) Except in the case of an online electronic application for membership, every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate annual subscription (if any);
 - (ii) evidence of a current driver's licence or a current passport held by that applicant, or such other form of identification as determined by the Board.
- (a2) Persons wishing to join the Club shall be able to make an application for membership of the Club online by using electronic means in such manner as determined by the Board by a By law from time to time.
- (a3) The authorised officer of the Club to whom the application for membership is presented in accordance with (a1) above shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (b) The nomination form shall be deposited at the office and the Secretary shall cause the name of the candidate to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a candidate for election and the candidate's election.
- (c) Junior Sporting members shall pay such annual subscription as the Board may determine from time to time.
- (d) The Secretary shall forward each proposal for election to membership to the Election Committee for consideration prior to the candidate's election.
- (e) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership, the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

- (f) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and, (if demanded by the Secretary) on payment of any fee that may be prescribed by the Act or such lesser fee as determined by the Board.

ADMISSION TO MEMBERSHIP OF THE CLUB BY MEMBERS OF THE BUNDEENA RSL CLUB LIMITED WHO ARE NOT MEMBERS OF THE CLUB

- 26A (a) "Bundeena RSL Club" in this Article 26A means Bundeena RSL Club Limited.
- (b) All members of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, who apply to become members pursuant to the Amalgamation, will be admitted to membership of the Club.
- (c) All members of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, will be able to apply for membership of the Club in the manner referred to in sub paragraphs (c) to (e) of this article 26A.
- (d) A member of the Bundeena RSL Club will not be required to be proposed or seconded for membership of the Club.
- (e) After the Club and the Bundeena RSL Club have passed the resolutions approving in principle the Amalgamation, the Club will forward to each member of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, a written invitation to become a member of the Club.
- (f) Any member of the Bundeena RSL Club who accepts the invitation referred to in Article 26A(e) and agrees in writing to be bound by the Club's Articles will, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of Completion of the Amalgamation.
- (g) The Bundeena RSL Club members who are admitted to membership of the Club will be identified as a separate class called the Bundeena members.

ADMISSION TO MEMBERSHIP OF THE CLUB BY MEMBERS OF MALUA BAY BOWLING & RECREATION CLUB LIMITED WHO ARE NOT MEMBERS OF THE CLUB

- 26B (a) "Club Malua" in this Article 26B means Malua Bay Bowling & Recreation Club Limited.
- (b) All members of Club Malua, other than any person who has been expelled from membership of the Club, who apply to become members pursuant to the Amalgamation, will be admitted to membership of the Club.
- (c) All members of Club Malua, other than any person who has been expelled from membership of the Club, will be able to apply for membership of the Club in the manner referred to in sub paragraphs (d) to (f) of this Article 26B.
- (d) A member of Club Malua will not be required to be proposed or seconded for membership of the Club.
- (e) After the Club and Club Malua have passed the resolutions approving in principle the Amalgamation, the Club will forward to each member of Club Malua, other than any person who has been expelled from membership of the Club, a written invitation to become a member of the Club.
- (f) Any member of Club Malua who accepts the invitation referred to in Article 26A(e) and agrees in writing to be bound by these Articles will, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation with Club Malua.

- (g) The members of Club Malua who are admitted to membership of the Club shall, for the purposes of section 17AC (2) of the Registered Clubs Act, be identified in the Club's register of members as "Club Malua Members".

26C Deleted.

27 Deleted.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

- 28 For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions, and other payments (excluding levies) (if any) payable by the members of the Club.
- 29 The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable half yearly or quarterly in advance. The annual subscription shall be due and payable on the first day of June of each year.
- 30 If the entrance fee or subscription or any part or instalment thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment pursuant to Article 29 the Secretary shall give to the member in default seven (7) days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members and the member shall be disqualified by the Board from all Club competitions in which the member is participating.

NON-FINANCIAL MEMBERS UNDER SUSPENSION

- 30A Notwithstanding these Articles, any member who is not a financial member of the Club (as that term is defined in Article 1(b)) shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any Sub club;
 - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
 - (e) vote in the election of the Board or any committee of a Sub club;
 - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
 - (g) propose, second or nominate any eligible member for Life membership.

PATRONS

- 31 The members in General Meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting and such patron or patrons shall thereupon be deemed to be Honorary members of the club and subject to these Articles shall remain Honorary members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club. There shall not be more than two (2) patrons at any one time.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

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

REGISTERS OF MEMBERS AND GUESTS

- 33 The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club.
 - (b) A register of persons who are Honorary members or Temporary members other than Temporary members referred to in Article 19(c).
 - (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that person, the date on that day and the signature of that member provided always if an entry in this register is made on any day in respect of a person who is a guest of a member, it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

- 34 (a) If any member shall refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Article and of the date, time and place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address or electronically to the electronic address recorded for that member by the Club at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to:
 - (1) attend the meeting for the purpose of answering the charge; and
 - (2) submit to the meeting written representations for the purpose of answering the charge;
 - (3) call witnesses provided that:
 - (A) if a proposed witness fails to attend the hearing or provide evidence at the hearing, the Board can still hear and determine the charge; and
 - (B) the Club cannot and will not force any person (including a member) proposed by the member charged as a witness to attend and provide evidence at the hearing. The member charged must act in an appropriate manner at the meeting (and in particular and without limitation, the member must not act in an offensive or disruptive manner).
 - (iii) If the chairperson determines (in their absolute discretion) that the member charged is not acting in an appropriate manner, the chairperson may issue the member charged with a warning regarding the member's conduct and advise the member that if the member fails to comply with the warning, the member may be asked to leave the meeting and the Board will continue to consider and deal with the charge in the absence of the member.

- (iv) If the member charged does not comply with the warning given in accordance with paragraph (iii) of this Article, the chairperson (in their absolute discretion) may exclude the member charged from the meeting and continue to consider and deal with the charge in that member's absence.
- (v) If the member fails to attend such meeting:
 - (1) the charge may be heard and dealt with, and the Board may decide on the evidence before it; and
 - (2) the Board may impose any penalties,
 in the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
- (vi) If the member attends such meeting, then after the Board has considered the evidence put before it, the Board may:
 - (1) immediately come to a decision as to the member's guilt in relation to the charge; or
 - (2) advise the member that the Board requires additional time to consider the evidence put before it in order to determine whether or not the member is guilty of the charge.
- (vii) If the member attends such meeting, then after the Board has come to a decision as to the member's guilt in relation to the charge it must:
 - (1) in the case of a decision under Article 34(a)(vi)(1) of this Article, immediately inform the member of the Board's decision; or
 - (2) in the case of a decision under Article 34(a)(vi)(2) inform the member of the Board's decision in writing within seven (7) days of the date of the decision of the Board.
- (viii) If the member charged attends such meeting and has been found guilty, the member must be given a further opportunity to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty. In respect of the manner in which the member will address the issue of penalty, the Board shall, in its absolute discretion, determine whether or not the member will address the issue of penalty:
 - (1) at the meeting or afterwards; and
 - (2) by way of verbal or written submissions or a combination thereof.
- (ix) After the Board has made a decision on the issue of penalty, the Board must advise the member of its decision.
- (x) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
- (xi) 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 but having regard to any representations which may have been made to it in writing by the member charged.
- (xii) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

- (xiii) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
 - (xiv) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Article 34.
 - (xv) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
 - (xvi) The Board may authorise the Secretary and other persons to attend the meeting to assist the Board in considering and dealing with the charge, but those persons shall not be entitled to vote at the meeting.
 - (xvii) The outcome of disciplinary proceedings shall not be invalidated or voided if the procedure set out in Article 34(a) is not strictly complied with provided that there was no substantive injustice for the member charged.
- (b) Notwithstanding the generality of paragraph (a) of this Article 34 the following penalties shall be imposed:
- (i) Any member who is guilty of introducing a person who is under the age of 18 years into an area of the Club other than a dining area or a non-restricted area as prescribed by Section 22 of the Registered Clubs Act or in respect of which an authority under Section 23 of the Registered Clubs Act has been obtained shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member;
 - (ii) Any member who is guilty of nominating or seconding any person for membership of the Club who is under the age of 18 years shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member;
 - (iii) Any member who has made any statement on a nomination form for membership of the Club whether in respect of that member or in respect of any other person that is false in a material particular shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member;
- (c) The Secretary or the senior officer then on duty shall have power to suspend any member from membership of the Club:
- (i) who in the opinion of the Secretary or senior officer is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or senior officer renders the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.
- Any suspension pursuant to this Article 34(c) shall be for a period of seven days only and the Secretary or the senior officer (as the case may be) shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed;
- (d) In the event that a notice of charge is issued to a member pursuant to sub- paragraph (i) of paragraph (a) of this Article 34 the Board or the Secretary independently of the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined. Such suspension shall be notified in writing to the member concerned.
- (e) Subject to Articles 34(f) and 34(g), a member who:
- (i) incurs a debt to the Club; and

- (ii) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof,

may, by resolution of the Board, be suspended or expelled from membership.

- (f) A member shall be notified, by notice in writing sent by post to the member's last known address or electronically to the electronic address recorded for that member by the Club, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Article 34(e).
- (g) The provisions of Articles 34(a) shall not apply to any member suspended or expelled pursuant to Article 34(e).

DISCIPLINARY COMMITTEE

- 34A (a) The Board may by resolution delegate all of the powers and functions given to the Board by 34(a) to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Article 34(a) save that:
 - (i) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and
 - (ii) all references to the Board in Article 34(a), except in Article 34(a)(ix) shall be read as being references to the Disciplinary Committee.
- (c) The Board shall have power to review a decision of the Disciplinary Committee and order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Article 34(a) on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
 - (i) the procedure set out in Article 34(a) is followed; and
 - (ii) the member is notified that the Board is exercising the power under this Article 34A(c) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
- (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Article 34A(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.
- 34AA (a) In accordance with terms of the amalgamation between the Club and Bundeena RSL Club Limited the Board shall delegate its powers and functions to conduct disciplinary hearings arising from conduct at the Bundeena RSL Club premises to a disciplinary committee constituted by the Board from time to time comprised of Bundeena members.
- (b) The disciplinary committee shall not have the power to commence disciplinary hearings against members or issue notices of disciplinary charges and hearings to members, with such powers to rest with the Club through the Club's Board and Secretary.
- (c) The Disciplinary Committee will be subject to the Club's Articles at all times, including but not limited to Articles 34A(c) and (d).
- 34AAA (a) Pursuant to the amalgamation between the Club and Malua Bay Bowling and Recreation Club Limited the Board shall delegate its powers and functions to conduct disciplinary hearings arising from conduct at the Malua Bay Club premises to a

disciplinary committee constituted by the Board from time to time comprised of Malua Bay members.

- (b) The disciplinary committee shall not have the power to commence disciplinary hearings against members or issue notices of disciplinary charges and hearings to members with such powers to rest with the Club through the Club's Board and Secretary.
- (c) The Disciplinary Committee will be subject to the Club's Articles at all times, including but not limited to Articles 34A(c) and (d).

34AB Deleted.

34AC If, in the opinion of the Secretary (or their delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or their delegate) may suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.

34AD In respect of any suspension pursuant to Article 34AC, the requirements of Article 34 shall not apply.

34AE If the Secretary (or their delegate) exercises the power pursuant to Article 34AC, the Secretary (or their delegate) must notify the member (by notice in writing) that:

- (a) the member has been suspended as a member of the Club; and
- (b) the period of suspension;
- (c) the privileges of membership which have been suspended; and
- (d) if the member wishes to do so, the member may request by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Article 34.

34AF If a member submits a request under Article 34AE:

- (a) the member shall remain suspended until such time as the charge is heard and determined by the Board; and
- (b) the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 34;

34AG The determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or their delegate).

34AH This Article 34AC applies to Full members only and it does not limit or restrict the Club from exercising the powers contained in these Articles and the powers contained in section 77 of the Liquor Act.

MEMBER UNDER SUSPENSION

34B Any member whose membership is suspended pursuant to Article 34 or 34AC shall during the period of such suspension not be entitled to:

- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
- (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any Sub club;
- (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
- (e) vote in the election of the Board or any committee of a Sub club;

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

unless specified in writing to the member that only some of the above privileges have been suspended.

REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

- 34C (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 34C(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly;
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iv) who hawks, peddles or sells any goods on the premises of the Club;
 - (v) who, within the meaning of the *Smoke-free Environment Act 2000* (NSW), smokes while on any part of the premises that is smoke-free;
 - (vi) who uses, or has in their possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or
 - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Article 34C(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 34C(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting Article 34C(b), if a person has been refused admission to or turned out of the Club in accordance with Article 34C(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Article 34C(b), if a person has been refused admission to or turned out of the Club in accordance with Article 34C(a) (i), the person must not:
- (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under these Articles are entitled to exercise the powers set out in this Article shall be:
- (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) any employee authorised by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 35 (a) A member may resign their membership of the Club at any time by either:
- (i) giving notice in writing to the Secretary; or
 - (ii) by returning their membership card to an employee or officer of the Club, and clearly indicating to that employee or officer that they resign from their membership of the Club.
- (b) A resignation pursuant to Article 35(a) shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.
- (c) Any member who has resigned pursuant to Article 35 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.
- (d) A person will immediately cease to be a member if they:
- (i) are expelled from membership of the Club;
 - (ii) resign in accordance with this Article 35;
 - (iii) die; or
 - (iv) have not paid the subscription or any other money owed to the Club within 60 days after the due date (or such longer period as may be determined by the Board) from the date upon which it falls due for payment.

GUESTS

- 36 (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (e) 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.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (i) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:

- (i) the name in full, or the surname and initials of the given names, of the guest;
- (ii) the residential address of the guest;
- (iii) the date of that day;
- (iv) the signature of that member,

provided that if any entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if they subsequently enter the Club's premises on that day as the guest of that member.

BOARD OF DIRECTORS

- 37 The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors of the Club comprising a President, Vice President and five (5) ordinary directors.
- 38 (a) Deleted.
- (b) Deleted.
- (c) A member who:
- (i) is an employee; or
 - (ii) is currently under suspension pursuant to Articles 34 and 34A;
 - (iii) is not a Financial member;
 - (iv) is disqualified from managing any company under the Act;
 - (v) is of unsound mind or whose person or estate is liable to be dealt with any way under the law relating to mental health;
 - (vi) is prohibited from being a director by reason of any order or declaration made under the Act, Liquor Act, Registered Clubs Act or any other applicable legislation;
 - (vii) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded) but it does not include a spent conviction (as defined in the *Criminal Records Act 1991* (NSW));
 - (viii) has not been a Financial member of the Club at any time in the period which is at least two (2) years immediately preceding the proposed date of election or appointment to the Board;
 - (ix) was an employee of the Club at any time during the two (2) years immediately preceding the proposed date of election or appointment to the Board;
 - (x) is a current contractor of the Club or a director, secretary, employee or business owner of a contractor;
 - (xi) was a contractor of the Club or a director, secretary, employee or business owner of a contractor immediately preceding the proposed date of election or appointment to the Board;
 - (xii) has been found guilty of a disciplinary charge and suspended from membership of the Club for any period of time (but not including any provisional suspension pending a disciplinary hearing);
 - (xiii) is a director of another registered club within the same Local Government Area as the Club,

shall not be eligible to stand for or be elected or appointed to the Board.

- (d) Only Bowling members and Life members shall be eligible to be elected to the Board of the Club. A member shall not be entitled to be elected or appointed to the Board if that person has not applied for a Director Identification Number (**DIN**) on the proposed date of election or appointment to the Board.
- (e) (i) Notwithstanding any other provision contained herein, at each election of the Board held after 31 May 2017, in accordance with these Articles, no more than two (2) members elected to the Board at any such election may be members whose principal place of residence is located more than twenty (20) kilometres (measured point to point and not by road distance) from the Club's premises at Cabramatta NSW.
- (ii) If the principal place of residence of any member elected to the Board with the qualification referred to in Article 38(e)(i) during that member's term of office as a Director changes to a residence located more than twenty (20) kilometres (measured point to point and not by road distance) from the Club's premises at Cabramatta NSW, that member will not vacate office as a Director only for that reason.
- (iii) If a member elected to the Board who resides within 20 kilometres as specified in 38(e)(i) above vacates office as a Director, and the Board determines to appoint an eligible member to fill a casual vacancy so created in accordance with these Articles, the Board must only appoint an eligible member whose principal place of residence is within twenty (20) kilometre radius.
- (f) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the regulations made under the Registered Clubs Act.

- 38A The Board shall be elected triennially in accordance with Article 39 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2014.

- 1 *In this Schedule -*
- "general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;
- "triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;
- "year"** means the period between successive general meetings.
2. *Repealed.*
- First general meeting under triennial rule*
3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*
- (2) *The groups -*
- (a) *shall be determined by drawing lots; and*
- (b) *shall be as nearly as practicable equal in number; and*
- (c) *shall be designated as group 1, group 2 and group 3.*
- (3) *Unless otherwise disqualified, the members of the governing body -*

- (a) *in group 1 shall hold office for 1 year; and*
- (b) *in group 2 shall hold office for 2 years; and*
- (c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

4. *At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.*

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*
- (2) *The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.*

Re-election

6. *A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.*

Revocation of triennial rule

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
 - (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.”*

ELECTION OF BOARD

- 39 References to the election of the Board in this Article 39 refer to positions on the Board to be elected in any one (1) year in accordance with the triennial rule set out in Article 38A. The election of the Board shall be conducted in accordance with this Article 39:
- (a) A Nomination for the election of a member to the Board shall be made in writing and signed by two Bowling members, Club members or Life members of the Club and by the nominee (who shall thereby signify their consent to the nomination). Nominations shall close twenty one (21) days before the Annual General Meeting. All nominations will be lodged with the Secretary before the close of nominations.
 - (b) The nomination form shall be:

- (i) in writing; and
 - (ii) in such form and contain such particulars as determined by the Board from time to time (including without limitation), it may require certain information to be supported by a statutory declaration;
 - (iii) signed and seconded by two (2) eligible members and signed by the nominee who shall thereby signify their consent to the nomination.
- (c) Candidates are responsible for ensuring that they have correctly completed their nomination form and the Club is not required to notify candidates of an incorrectly completed nomination form.
- (d) The receipt of a nomination form by the Club does not constitute an acknowledgement by the Club that the nomination form has been completed correctly.
- (e) The failure to complete the nomination form correctly may result in a candidate being ineligible to nominate for election to the Board.
- (f) A nomination can be withdrawn:
- (i) by the nominee at any time prior to the commencement of voting; and
 - (ii) by the Club at any time if the nominee has failed to correctly complete the nomination and/or the nominee is ineligible to nominate for or be elected to the Board. An eligible member may be nominated for more than one office.
- (g) The Secretary shall immediately after the closing date for nominations post the names of the candidates on the Notice Board.
- (h) If the number of candidates duly nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Articles then by a ballot.
- (i) In the event of more than the required number of candidates being nominated for the available positions by the closing date for nominations referred to in paragraph (a) of this Article 39 an election by ballot shall be conducted in the manner set out in the following paragraphs of this Article 39.
- (j) The Board shall appoint a Returning Officer to take charge of any such ballot and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.
- (k) The ballot will be conducted by the Returning Officer. The names of all candidates for each position shall be entered on a ballot paper in accordance with lots drawn by the Returning Officer;
- (l) An election by ballot shall be conducted in the following manner:-
- (i) Immediately prior to the first day of the ballot, the Secretary shall prepare a roll of the members entitled to vote.
 - (ii) The voting papers shall contain in such order as is determined by ballot in the presence of at least six (6) members the names of all duly nominated candidates for the respective positions and the voting papers shall not contain any distinguishing mark against the name of any candidate.
 - (iii) Votes may be cast at the premises of the Club between the hours of 4.30 p.m. and 6.30 p.m. for seven (7) days preceding the date of the Annual General

Meeting. Such hours may be extended at the discretion of the Returning Officer. The ballot shall commence ten (10) days prior to the Annual General Meeting and will close three (3) days prior to the Annual General Meeting.

- (iv) The Returning Officer, or Assistant Returning Officer shall verify from the Roll a member's eligibility to vote upon production of the member's current membership card, initial and hand to such member the requisite voting papers.
- (v) The Returning Officer shall strike from the Roll the name of each member to whom the requisite voting papers have been issued.
- (vi) The member shall cast their vote secretly in an appropriate manner and shall place the voting papers in a locked ballot box in the view of the Returning Officer.
- (vii) The member shall mark the ballot/voting paper in such way as directed by the Returning Officer on the ballot/voting paper.
- (viii) At the closing of the ballot the Returning Officer shall proceed with the examination of the voting papers assisted by the Poll Clerks.
- (ix) Any voting paper upon which the votes are not recorded as detailed in sub-clause (vii) shall be rejected as informal.
- (x) Deleted.
- (xi) Deleted.
- (xii) Deleted.
- (xiii) In the event of two or more candidates having an equality of vote for the last ordinary director position to be elected in any one year, the candidate receiving the highest number of first preference votes shall be declared elected. If two or more candidates have received the highest number of first preference votes, the candidate receiving the equal high number of first preference votes and the highest number of second preference votes shall be deemed to be elected. Should the decision then not be resolved, the tied candidates shall be invited by the returning officer to attend the counting room where the draw shall be made. In such event, the first named will be eliminated and the remaining candidate shall be declared elected. Should the tied vote involve more than two candidates each successive name will be eliminated and the last remaining name shall be declared elected.
- (xiv) The Returning Officer, at the declaration of the poll at the relevant General Meeting, shall declare the number of votes polled by each candidate.
- (xv) 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 a ballot paper to any member.
- (xvi) At the declaration of the poll the Returning Officer shall hand all ballot papers to the Secretary of the Club who shall retain them in a safe place at the Club premises for a period of twenty-one (21) days after which they shall be destroyed. Any candidate shall be entitled upon request to the Secretary to have a recount of votes within the period of fourteen (14) days from the date of the election. The recount shall be conducted by the Returning Officer and two Poll Clerks together with three scrutineers who shall be Full Members of the Club - one appointed by the Board and two by the candidate concerned.
- (xvii) Deleted.

- (xviii) For the purposes of the election of the Board to be conducted in 2022 and all elections of the Board thereafter:
 - (1) Members shall elect directors to the vacancies on the Board caused by the operation of the triennial rule set out in Article 38A; and
 - (2) As soon as reasonably practicable after each Annual General Meeting, the Board shall elect from amongst themselves a President and a Vice President.
 - (3) The directors elected to the positions of President and Vice President shall, subject to these Articles, hold those offices until the conclusion of the next Annual General Meeting
 - (m) No employee of the Club shall be eligible to be elected a member of the Board or be entitled to vote at any meeting of the Club.
 - (n) Any member entitled to vote who is unable by reason of age or illness to attend the vote may apply in writing to the Returning Officer for a ballot paper at any time after the notice of the dates set down for the election of Officers is received by him. Such application shall clearly state the reason which prevents the member from attending to vote. On receipt of such application the Returning Officer shall cause a ballot paper to be sent to the member making such application. The member receiving such ballot paper must mark it and return it in a sealed envelope addressed to the Returning Officer to reach him before the closing time of the Poll. The Returning Officer shall place it unopened in the ballot box immediately the poll opens or at such time thereafter as it may be received. Any omission neglect or irregularity in connection with a postal vote shall not invalidate the election.
- 40 The Board may from time to time make such By-Laws not inconsistent with these Articles as they think necessary for the conduct of any election and all matters in connection therewith.
- 40A The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Article 39 is not strictly complied with provided there is no substantive injustice for any candidates.
- 41 Deleted.
- 42 (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club;
- (b) Any breach of this Article 42 shall be conduct prejudicial to the interests of the Club for the purposes of Article 34(a).
- (c) Nothing in this Article 42 shall prevent a candidate duly nominated for election to the Board in accordance with these Articles from distributing by post to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate provided that such approval of the Board shall not be unreasonably withheld.

POWERS OF BOARD

- 43 The Board shall be responsible for the management of the business and affairs of the Club.
- 44 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 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 Articles of Association and to any amendments to these Articles of Association provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment 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 Full 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 President and Honorary Secretary elected pursuant to Article 39 shall be ex officio members of all such committees and entitled to all privileges of a member of such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the Committee shall have a second and 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. The Board shall have the power to dissolve committees or remove committee members from office.
- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association 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 wellbeing of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
- (i) Such matters as the Board is specifically by these Articles 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 conduct of members and guests of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (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 moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (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 holders.

- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time subject to the requirements of the Liquor Act and 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 the Secretary or Secretary/Manager's duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, 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 remuneration 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 these Articles.
- (l)
 - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to dissolve such Sub Clubs or remove committee members from office of a Sub Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections 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 conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose 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 on such terms and conditions (not inconsistent with these Articles 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.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) 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 at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the Section or to an office holder of the Section.

- (v) 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.
- (vi) 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 therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.
- (n) Any of the Sub clubs established pursuant to Article 44(l) or those already in existence must conform to any regulation or restriction that the Board may impose. Any of the Sub clubs established pursuant to Article 44(l) or those already in existence must conform to any regulation or restriction that the Board may impose.

BUILDING CONTRACTS

- 44A Notwithstanding anything contained in Articles 43 or 44 of these Articles of Association the Board of the Club shall not exercise any power in those Articles to enter into any contract for building works or renovations to the Club's premises which would involve expenditure by the Club of a sum in excess of \$2,000,000 unless the proposed expenditure has been approved by a resolution passed at a general meeting or annual general meeting of members of the Club by a simple majority of those members, who being eligible to do so vote in person at that meeting provided not less than 21 days' notice of the intention to propose such a resolution at that meeting has been given to all eligible members.

BY-LAWS

- 45 Any By-Law made under these Articles shall come into force and have the full authority of a By-Law of the Club upon being posted on the Notice Board.

PROCEEDINGS OF THE BOARD

- 46 The Board may meet together in person and/or by electronic means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act, then the Vice President shall preside as Chairman. If the Vice President is not present or is unwilling or unable to act the Board members present may elect their own chairman. The quorum for meetings of the Board shall be a majority of the members of the Board.
- 47 The President may at any time, and the Secretary shall upon the request of not less than three (3) members of the Board, convene a meeting of the Board.
- 48 Subject to these Articles 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 case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 49 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 these Articles 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.

- 49A 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 has the qualifications for office and was qualified to be a member of the Board.
- 49B A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution. An electronic signature will be acceptable for this purpose.
- 49C In addition to Article 49A a resolution may be passed by the Board if the proposed resolution is emailed to all directors and each director agrees to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their reply email agreeing to the proposed resolution.
- 49D A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw their consent within a reasonable period before the meeting.

50 MATERIAL PERSONAL INTERESTS OF DIRECTORS

- 50.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the interest at a meeting of the Board and comply with Article 50.3. For the purposes of this Article 50, a director has a material personal interest in a matter that relates to the affairs of the Club if that director would be considered to have a material personal interest under the Act.
- 50.2 The disclosure must include details of the nature and extent of the director's material personal interest, the relation of that interest to the affairs of the Club and any other information the director is required to disclose under the Act. The disclosure must be recorded in the minutes of that meeting of the Board.
- 50.3 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.
- 50.4 A director does not need to give notice of an interest under Article 50.1 if that director is not required to do so under the Act.

51 REGISTERED CLUBS ACCOUNTABILITY CODE

- 51.1 The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Article 51.
- 51.2 For the purposes of this Article 51, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

VACANCIES ON BOARD

- 52 Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member or those members' period of office and may by ordinary resolution appoint another person or persons in that member or those members' stead providing that person or persons so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the

Board member whose place the person is appointed would have held if the Board member had not been so removed.

- 53 The office of a member of the Board shall automatically be vacated if the person holding that office:
- (a) dies;
 - (b) becomes disqualified from managing any corporation under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (c) fails to disclose in accordance with the Act the nature and extent of any material personal interest in a matter that relates to the affairs of the Club;
 - (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 absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended) without the prior written consent of the Board unless the Board determines that their office is not to be vacant as a result of that absence;
 - (f) by notice in writing resigns from office as a director;
 - (g) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act, the Liquor Act or any other law;
 - (h) becomes the licensee or manager of a hotel located within 50 kilometres of any premises of the Club to which any of its club licences relates;
 - (i) has been declared ineligible by the Independent Liquor & Gaming Authority (or any other authority which replaces it or exercises its functions) to stand for election or to hold office in the position of secretary or director of a registered club, at any time within the last 7 years (unless such declaration has been overturned on appeal);
 - (j) ceases to be a member of the Club;
 - (k) becomes an employee of the Club;
 - (l) fails to complete the mandatory training requirements for directors referred to in Article 38(f) and the Registered Clubs Act within the prescribed period (unless exempted);
 - (m) was not eligible to stand for or be elected or appointed to the Board;
 - (n) ceases to hold the necessary qualifications to be elected or appointed to the Board;
 - (o) is convicted of an indictable offence (unless no conviction is recorded);
 - (p) is not a Financial member of the Club;
 - (q) is found guilty of a disciplinary charge and suspended from membership of the Club for a period exceeding three (3) months;
 - (r) is removed from office as a director in accordance with the Act and these Articles;
 - (s) does not hold a DIN, or has not applied for a DIN, or has applied for a DIN but been rejected (unless exempted from having to hold a DIN).
- 54 (a) If the office of President becomes vacant it shall be filled by the Vice-President until the next Annual General Meeting.
- (b) Subject to paragraph (a), the Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The person

so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with the triennial rule set out in Article 39.

GENERAL MEETINGS

- 55 A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
- 56
- (a) The Board may whenever it thinks fit convene a General Meeting.
 - (b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Act.
 - (c) The members may call a General Meeting only in accordance with Section 249E of the Act or Section 249F of the Act.
 - (d) A General Meeting convened by the Board under Article 56(a) may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.
 - (e) A General Meeting called by the Board on the request of the members under Section 249D of the Act may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
 - (f) A General Meeting called by the members under the Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.
- 57 Subject to the provisions of the Act relating to special resolutions, at least twenty-one (21) days' notice specifying the place day and hour of the 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 Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

- 58 (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act to elect in the manner hereinbefore provided the members of the Board, subject to the Act to appoint an Auditor or Auditors and to transact any other business of which due notice has been given.
- 59 At any General Meeting (unless a poll is demanded) a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 60 (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.

- 61 The chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place 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.
- 62 Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.
- 63 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 at all General Meetings and at all Annual General Meetings shall be not less than twenty (20) members of the Club having a right to attend and vote at General Meetings.
- 63A If a General Meeting is held at more than one venue using any form of technology, the contemporaneous linking together by the technology of a number of members sufficient to constitute a quorum constitutes a quorum for the purposes of Article 63.
- 64 If within thirty (30) minutes from the time appointed for the 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 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 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 65 The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall be entitled to take the Chair. If the Vice President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or other member to Chair the meeting.
- 65A The chairperson:
- (a) is responsible for the conduct of the General Meeting; and
 - (b) shall determine the procedures to be adopted and followed at the meeting;
 - (c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in the chairperson's opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.
- 66 (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) vote at any election including an election of a member or of the Board,

as the proxy of another person.

WITHDRAWAL OF RESOLUTIONS

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

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

- 66B The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except, where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Article will not operate in relation to a meeting called pursuant to a request or requisition of members.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

- 66C The Club may hold a general meeting at two (2) or more venues using any technology that gives the members as a whole a reasonable opportunity to participate at the meeting.
- 66D If permitted by the Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Act shall apply to such meetings and to the extent of any inconsistencies between the Act and these Articles, the provisions of the Act shall prevail.

ACCOUNTS AND AUDIT

- 67 The Board shall:
- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
 - (b) prepare, on a quarterly basis, financial statements that incorporate:
 - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
 - (ii) a balance sheet as at the end of the quarter;
 - (c) cause the financial statements referred to in paragraph (b) of this Article to be submitted to a meeting of the Board;
 - (d) make the financial statements referred to in paragraph (b) of this Article available to members of the Club within seven (7) days of the statements being adopted by the Board;
 - (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Article; and
 - (f) provide a copy of the financial statements referred to in paragraph (b) of this Article available to any member on the written request of the member.
- 68 The books of account 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.
- 69 (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.

- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of May immediately prior to the Annual General Meeting:
- (i) the financial report of the Club; and
 - (ii) the directors' report;
 - (iii) the auditors' report on the financial report.
- (c) For the avoidance of any doubt the Club does not need to send copies of the financial report, the director's report and the auditor's report to members by post or by any other means. If a member requires a copy of the reports then he/she shall contact the Club's office and request that a copy be made available for collection from the Club or posted to them.

70 The financial year of the Club shall commence on the first day of June and end on the last day of May in the following year or such other period as having regard to the Act, the Board may determine.

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

SECRETARY

72 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall hold the Certificate of Registration of the Club and shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

HONORARY TREASURER

73 Deleted.

EXECUTION OF DOCUMENTS

74 The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

75 Without limiting the provisions of the Act, a notice may be given by the Club to any member either:

- (a) personally;
- (b) by sending it by post to the address of the member;
- (c) by sending it to the electronic address of the member;
- (d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

76 Where a notice is sent to a member in accordance with Article 75(a), the notice is deemed to be received on the day it is given to the member.

76A Where a notice is sent to a member in accordance with Articles 75(b) and 75(c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

- 76B Where a notice is sent to a member in accordance with Article 75(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

INDEMNITY TO OFFICERS

77

- (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club may if the Board so determines be indemnified to the full extent permitted by the Act out of the property of the Club against any liability (other than a liability for legal costs) incurred by that person in their capacity as officer of the Club except:
- (i) in relation to a liability owed to the Club or a related body corporate; or
 - (ii) in relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
 - (iii) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every officer (as defined in Section 9 of the Act) and former officer of the Club may if the Board so determines be indemnified to the full extent permitted by the Act out of the property of the Club against any legal costs incurred by that person in their capacity as officer of the Club except:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

- 77A The Club may pay a premium for a contract insuring a period who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

RESTRICTIONS ON AMENDMENTS OF CERTAIN ARTICLES

- 78 The Memorandum of Association and the Articles of Association can only be amended by a Special Resolution at which only Bowling members and Life members are entitled to vote thereon.

GENERAL

- 79 These Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these Articles are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.

MEETINGS AND VOTING

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

- (a) distribute a notice of, or information about, a meeting (including without limitation the Annual General Meeting or any General Meeting) or election of the Club, the Board, or a committee of the Club by electronic means, and/or
- (b) holding a meeting (including the Annual General Meeting or any General Meeting) at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending;
- (c) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club to vote in person or by electronic means.

80A If there is any inconsistency between Article 80 and any other provision of these Articles, Article 80 shall prevail to the extent of that inconsistency.