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# CONSTITUTION OF BOWRAVILLE AND DISTRICT EX-SERVICES CLUB LTD ACN 0010628441.

## 1. Definitions and Interpretation

### 1.1 Replaceable Rules

All replaceable rules in the *Corporations Act 2001* (Cth) are displaced by the rules in this Constitution.

### 1.2 Definitions

In this Constitution, unless the context requires otherwise:

- **Act** means the Corporations Act 2001 (Cth) and its regulations.
- **Australian Defence Force (ADF)** means the armed forces of the Commonwealth of Australia.
- **Authority** means the Independent Liquor & Gaming Authority or its successor.
- **Board** means the board of Directors of the Club.
- **Club** means Bowraville and District Ex-Services Club Ltd (ACN 001062844).
- **Club Licence** means a club licence under the Liquor Act.
- **Club Notice Board** means a designated board or digital display on Licensed Premises for member notices.
- **Financial Member** means a member who has paid all entrance fees, subscriptions, and levies by the due date.
- **Full Member** means an Ordinary Member or Life Member.
- **Gaming Machines Act** means the *Gaming Machines Act 2001 (NSW)* and its regulations.
- **Liquor Act** means the *Liquor Act 2007 (NSW)* and its regulations.
- **Material Personal Interest** has the meaning under the Corporations Act.
- **Ordinary Member** means a Service Member or Associate Member.
- **Registered Clubs Act** means the *Registered Clubs Act 1976 (NSW)* and its regulations.
- **Responsible Adult** means a person aged 18+ who is a parent, step-parent, guardian, spouse, or has parental responsibility for a minor.
- **Returning Officer** means the person appointed by the Board to conduct a Board election.
- **RSL** means the Returned and Services League of Australia (New South Wales Branch) Incorporated.
- **Secretary or Secretary Manager** means the person appointed as the Club's Secretary and Chief Executive Officer (however titled) for the purposes of the Registered Clubs Act.
- **Special Resolution** means a resolution under the Corporations Act requiring at least 75% of votes cast by eligible members.

### **1.3 Interpretation**

- (a) Singular includes plural and vice versa.
- (b) Gendered words include all genders.
- (c) Terms defined in the Corporations Act, Registered Clubs Act, Liquor Act, or Gaming Machines Act apply unless otherwise stated.
- (d) Headings and the table of contents are for convenience and do not affect interpretation.
- (e) Legislative references include amendments, consolidations, or replacements.
- (f) Board decisions on interpreting this Constitution or By-laws are binding, subject to judicial review.

## **2. Name and Structure**

### **2.1 Name**

The name of the Club is Bowraville & District Ex-Services Club Limited.

### **2.2 Company Limited by Guarantee**

The Club is a non-proprietary company limited by guarantee. Members' liability is limited as per this Constitution.

## **3. Registered Club Matters**

### **3.1 Registered Clubs Act**

- (a) Subject to sections 10(6) and 10(6A) of the Registered Clubs Act, no member (including Directors or committee members) may derive profit, benefit, or advantage from the Club unless offered equally to all Full Members.
- (b) Only the Club and its members may derive profit or benefit from the Club's Licensed Premises, subject to sections 10(1)(j) and 10(7) of the Registered Clubs Act.
- (c) Employees cannot vote at Club or Board meetings, elections, or hold office as Directors.

### **3.2 Liquor and Gaming**

- (a) Liquor may not be sold, supplied, or disposed of to non-members except on a member's invitation and in their company, unless authorized under section 23 of the Registered Clubs Act.
- (b) Liquor cannot be sold, supplied, or disposed of to persons under 18 years.
- (c) Persons under 18 cannot use or operate gaming machines on Licensed Premises.
- (d) No payment may be made based on liquor sales or gaming machine receipts, per sections 73(2)(b) and 74(2) of the Gaming Machines Act.

## **4. Objectives**

### **4.1 Objectives**

The Club's objectives are to:

- (a) Provide a social and sporting club for members and guests, offering privileges, advantages, and amenities typical of a registered club.
- (b) Support the RSL and other service organisations as determined by the Club.
- (c) Promote employee welfare, including support for their widows, widowers, and children.
- (d) Support charities, societies, and appeals as decided by the Club.
- (e) Acquire real or personal property to further the Club's objects.

- (f) Dispose of Club property as needed, subject to the Registered Clubs Act and Liquor Act.
- (g) Issue negotiable or transferable instruments.
- (h) Provide guarantees or indemnities for Club-related liabilities.
- (i) Hold licences under the Liquor Act or other relevant legislation.
- (j) Affiliate with clubs or organisations with similar objects, provided they restrict income and property distribution as per clause 6.
- (k) Represent the Club in bodies promoting club interests, such as the RSL & Services Clubs Association.
- (l) Provide assistance, sustenance, or scholarships to members, ex-service persons, and their families.
- (m) Amalgamate with or acquire other registered clubs.
- (n) Conduct activities necessary or convenient for these objectives.

#### **4.2 Interpretation**

Each objective is independent and does not restrict others, widening the Club's powers.

### **5. Income and Property**

#### **5.1 Application**

The Club's income and property must be applied solely toward its objectives. No portion may be paid or transferred as profit, dividend, or bonus to members, except as per clause 5.3.

#### **5.2 Restrictions**

No Director or committee member may be appointed to a salaried office or paid fees while serving in that role, except as per clause 5.3.

#### **5.3 Permitted Payments**

The Club may make payments in good faith for:

- (a) Honoraria for special services or reimbursement of out-of-pocket expenses, per section 10(6) of the Registered Clubs Act.
- (b) Interest on loans from members at a rate not exceeding the prevailing Australian Taxation Office Division 7A loan interest rate.
- (c) Remuneration for services rendered by officers, employees, or members (excluding honoraria for Directors or committee members).
- (d) Goods supplied to the Club.
- (e) Reasonable rent for premises leased to the Club.

### **6. Winding Up**

#### **6.1 Limited Liability**

Each member undertakes to contribute up to \$1.00 to the Club's assets if wound up while a member or within one year after ceasing membership, for:

- (a) Debts and liabilities contracted before ceasing membership.
- (b) Costs, charges, and expenses of winding up.

#### **6.2 Distribution of Property**

- (a) Upon winding up, surplus property after satisfying debts must not be distributed to members but transferred to the Bowraville Sub-branch of the RSL, or if it no longer exists,

to the RSL or another institution with similar objects and equivalent restrictions on income distribution, as determined by members.

(b) If members cannot decide, the Supreme Court of NSW may nominate a recipient.

(c) If no determination is made, a charitable object may be selected.

## **7. Membership**

### **7.1 Members**

(a) Members are:

(i) Those listed as Full Members in the Club's register at the adoption of this Constitution, retaining their membership class.

(ii) Persons admitted to membership under this Constitution.

(b) Membership is limited to Full Members, Honorary Members, Temporary Members, or Provisional Members.

### **7.2 Membership Classes**

(a) Full Members:

(i) Ordinary Members:

(A) Service Members.

(B) Associate Members.

(ii) Life Members.

(iii) Other classes as determined by the Board via By-law.

(b) Other Members:

(i) Honorary Members.

(ii) Temporary Members.

(iii) Provisional Members.

### **7.3 Eligibility for Ordinary Membership**

(a) Service Membership: Open to persons aged 18+ who have served in the ADF or allied forces for at least six months.

(b) Associate Membership: Open to persons aged 18+ who do not qualify for Service Membership.

### **7.4 Life Membership**

(a) Life Members are Ordinary Members elected for long or meritorious service by a simple majority at a general meeting.

(b) Eligibility requires:

(i) 10 years' aggregate Ordinary Membership.

(ii) Significant service to the Club.

(iii) Nomination by two Financial Full Members and Board approval.

(c) Salaried officers or employees are ineligible.

(d) Life Members are exempt from subscriptions and have all Service Member privileges.

(e) Maximum of 12 Life Members at any time.

### **7.5 Honorary Membership**

Persons aged 18+ may be admitted as Honorary Members per Board procedures if they are:

(a) Patrons of the Club.

(b) Prominent citizens or local dignitaries visiting the Club.

(c) Serving or ex-service ADF members, per section 30A of the Registered Clubs Act.

### **7.6 Temporary Membership**

Persons aged 18+ may be admitted as Temporary Members per Board procedures if they are:

- (a) Residing in NSW more than 5km from the Club.
- (b) Members of another registered club with similar objectives.
- (c) Participating in organised sports or competitions at the Club.
- (d) Interstate or overseas visitors. Temporary Membership lasts up to 7 days (or longer if approved by the Authority).

### **7.7 Provisional Membership**

(a) Persons applying for Ordinary Membership, having paid subscriptions, are Provisional Members pending Board approval.

(b) They have Board-determined privileges, except voting, holding office, or attending meetings.

(c) If not elected within 6 weeks or rejected, Provisional Membership ceases, and subscriptions are refunded.

### **7.8 Election of Ordinary Members**

(a) Election requires a majority vote by the Board or an election committee, which may reject applications without reason.

(b) Applications must be in the Board-prescribed form, including the candidate's name, address, date of birth, and agreement to be bound by the Constitution.

(c) Applicant names are displayed on the Club Notice Board for at least 7 days, with a 14-day interval before election.

(d) Elected members must pay entrance fees and subscriptions within 1 month, or the Board may cancel their election.

(e) Rejected applicants cannot reapply for 12 months.

(f) Previously expelled members require full Board approval.

### **7.9 Transfer of Ordinary Membership**

The Board may transfer an Ordinary Member to another eligible class upon written request, with the member paying any fee or subscription difference. No refunds are provided for approved transfers.

## **8. Rights of Members**

### **8.1 Facilities and Amenities**

Financial Full Members are entitled to all Club privileges, subject to Board determinations.

### **8.2 Ordinary Members**

Financial Ordinary Members with at least 1 year's membership may:

- (a) Attend and vote at General Meetings.
- (b) Vote in Board elections.
- (c) Nominate, be elected, or hold office on the Board, per clause 16.2.

### **8.3 Life Members**

Life Members have all rights and privileges of Service Members and are exempt from subscriptions.

## **8.4 Other Members**

Provisional, Honorary, and Temporary Members have Board-determined privileges but cannot vote, hold office, or participate in Club management.

## **9. Cessation of Membership**

### **9.1 Cessation**

Membership ceases if a member:

- (a) Resigns in writing, effective upon receipt by the Secretary Manager.
- (b) Returns their membership card, stating resignation, effective upon receipt.
- (c) Dies.
- (d) Fails to pay subscriptions or debts within 14 days of a written notice.
- (e) Has their Honorary or Temporary Membership terminated by the Secretary Manager without notice or reason.

### **9.2 Liability**

Ceased members forfeit all rights and remain liable for unpaid amounts due at cessation.

## **10. Entrance Fees, Subscriptions, and Levies**

- (a) Subscriptions are payable annually or for a five-year term, as set by the Board.
- (b) The Board may impose charges or levies for general or special purposes.
- (c) Fees and levies are posted on the Club Notice Board within seven (7) days of Board determination.
- (d) Life Members are exempt from subscriptions and levies.
- (e) Temporary and Honorary Members pay no entrance fees or subscriptions.
- (f) The Board prescribes payment terms, including instalments.
- (g) Pensioners or members aged 65+ with 10 years' continuous membership pay a reduced subscription of \$2.00.

## **11. Addresses of Members**

Members must notify the Secretary Manager of address changes within seven (7) days.

### **11A. Privacy**

The Club will collect, hold, use and disclose members' personal information in accordance with the *Privacy Act 1988* (Cth) and any applicable NSW privacy legislation. By becoming or remaining a member, each member consents to the Club collecting, using and disclosing their personal information for the purposes of Club administration, communication, compliance with liquor, gaming and registered-club laws, and any other purpose permitted by law.

## **12. Registers**

The Club must maintain, per the Registered Clubs Act:

- (a) A register of Full Members, including name, address, entry date, and payment dates.
- (b) A register of Honorary Members, including name and address.
- (c) A register of Temporary Members, including name, address, and signature.
- (d) A register of guests aged 18+ entering as guests of members, including name, address, date, and introducing member's signature.

## **13. Disciplinary Proceedings**

### **13.1 Disciplinary Charges**

The Board may reprimand, fine, suspend, expel, or accept the resignation of a member who:

- (a) Wilfully refuses or neglects to comply with this Constitution or By-laws.
- (b) Engages in conduct prejudicial to the Club's interests.
- (c) Behaves unbecomingly as a member.

### **13.2 Procedure**

- (a) The member receives written notice of charges at least 14 days before the Board hearing, detailing the allegations.
- (b) The member may attend, answer charges, call witnesses, or submit written responses.
- (c) If attending, the Board decides guilt after evidence, and the member may address penalty if guilty.
- (d) If absent, the Board may proceed and decide based on evidence.
- (e) Board decisions are final, requiring a majority vote by secret ballot.
- (f) The Secretary Manager assists but does not vote.
- (g) The Board or Secretary Manager may suspend the member for up to five (5) weeks pending the hearing.
- (h) A disciplinary committee of at least three (3) Directors may exercise these powers, with a quorum of three (3).

## **14. Non-Voluntary Exclusion**

### **14.1 Grounds and Procedure**

The Secretary Manager or authorised person may refuse admission, remove, or require a person to leave the Licensed Premises if they:

- (a) Are intoxicated, violent, quarrelsome, disorderly, or indecent.
- (b) Cause the Club or Secretary Manager to be liable under law.
- (c) Smoke in a smoke-free area (per the *Smoke-free Environment Act 2000*).
- (d) Possess suspected prohibited substances.
- (e) Are barred under the Club Licence or liquor accord.
- (f) Are a member whose conduct is prejudicial, unbecoming, or renders them unfit.

### **14.2 Suspension**

Members excluded under clause 14.1 may be suspended for up to five (5) weeks or until a disciplinary hearing.

### **14.3 Re-entry Restrictions**

Excluded persons must not:

- (a) Re-enter the Club within 24 hours.
- (b) Remain or re-enter the vicinity within 6 hours.

## **15. Guests**

- (a) Full Members and eligible Provisional Members may introduce guests, subject to By-laws.
- (b) Temporary Members may introduce minors as guests if they are Responsible Adults.

- (c) Guests must be signed into the guest register, remain in the introducing member's company, and leave when the member does.
- (d) The Secretary Manager may refuse or remove guests without reason.
- (e) The Board may regulate guest admission via By-laws.

## **16. Board of Directors**

### **16.1 Composition**

The Board comprises nine (9) Directors who must be Life Members, Service Members or Associate Members.

### **16.2 Eligibility**

- (a) Full Members are eligible if:
  - (i) They have been a Full Member for 12 months continuously.
  - (ii) They are Financial Members at nomination, election, or appointment.
  - (iii) They have completed mandatory director training, unless exempted.
  - (iv) They have an ASIC Director ID.
- (b) Ineligible members include:
  - (i) Employees.
  - (ii) Suspended members.
  - (iii) Non-Financial Members.
  - (iv) Those prohibited by law.

### **16.3 Election**

- (a) Directors are elected biennially at the Biennial General Meeting, holding office until the next Biennial General Meeting.
- (b) Directors are eligible for re-election, subject to this Constitution.

### **16.4 Nominations**

- (a) Nominations must be in writing, signed by two Financial Full Members and the candidate.
- (b) Nominations close seven (7) days before the Biennial General Meeting.
- (c) The Secretary Manager posts nominations on the Club Notice Board immediately after closure.
- (d) The Returning Officer determines eligibility, with final decisions.

### **16.5 Election Procedure**

- (a) If nominations do not exceed vacancies, candidates are declared elected at the Biennial General Meeting.
- (b) If nominations exceed vacancies, a secret ballot is held at the Biennial General Meeting:
  - (i) Candidate positions on ballots are determined by lot.
  - (ii) The Returning Officer oversees the ballot, ensuring security.
  - (iii) Votes are counted by the Returning Officer, with candidates entitled to an observer.
  - (iv) The "first past the post" system applies, with ties resolved by lot.
  - (v) Results are declared at the Biennial General Meeting.

### **16.6 Executive**

- (a) The Board elects a Chair, Vice Chair and Treasurer from its members at the first

meeting post-election.

(b) The President must have served 12 months continuously on the Board.

### **16.7 By-laws**

The Board may make By-laws for nominations and elections, consistent with this Constitution.

### **16.8 Vacancies**

(a) The Board may appoint eligible members to fill casual vacancies until the next Annual General Meeting.

(b) Executive vacancies are filled from the Board, with resulting Director vacancies filled per clause 16.8(a).

(c) Members may remove Directors by ordinary resolution, appointing replacements per section 203D of the Corporations Act.

### **16.9 Vacation of Office**

A Director's office is vacated if they:

(a) Are disqualified under section 206B of the Corporations Act.

(b) Become of unsound mind.

(c) Are absent for three (3) months without leave.

(d) Resign in writing.

(e) Are prohibited by law.

(f) Cease to be a member.

(g) Become an employee.

(h) Fail to complete mandatory training if requested.

## **17. Operation of the Club**

### **17.1 Board Powers**

(a) The Board manages the Club's business and affairs.

(b) The Board may exercise all Club powers not reserved for General Meetings.

### **17.2 Property**

The Board may dispose of Club property, subject to the Registered Clubs Act and Liquor Act.

### **17.3 Negotiable Instruments**

Negotiable instruments require two Directors' signatures or as Board-determined.

### **17.4 By-laws**

(a) The Board may make By-laws for Club management, effective upon Club Notice Board posting.

(b) By-laws may be amended or repealed by the Board.

(c) Copies are available to members on request, free of charge.

### **17.5 Committees and Sub-Clubs**

(a) The Board may establish committees or Sub-Clubs, including at least one (1) Director, to assist its functions.

(b) The President is ex officio a committee member.

(c) Sub-Clubs may manage their affairs, subject to Board oversight, and must report regularly.

(d) Committee and Sub-Club proceedings follow Board meeting rules unless otherwise specified.

### **17.6 Management and Loan Contracts**

The Club must comply with the Registered Clubs Accountability Code (Schedule 1 of the Registered Clubs Regulation 2025) in relation to any proposed management contract or loan contract. Without limitation, the Club must not enter into a management contract unless members have been given at least one month's notice of the proposal and the required report has been given to the Secretary of Liquor & Gaming NSW at least one month before the contract is entered into.

## **18. Board Proceedings**

### **18.1 Meetings**

- (a) The Board meets at least monthly, with minutes recorded.
- (b) The President or two (2) Directors may convene meetings.
- (c) Meetings may use technology with Directors' consent.
- (d) The Chair shall preside at Board meetings. If the Chair is absent or unable to preside, the Vice Chair shall preside. In the absence of both, the Directors present shall elect a chair from among themselves.

### **18.2 Notice**

Directors receive reasonable notice; non-receipt does not invalidate meetings.

### **18.3 Quorum**

Five Directors constitute a quorum.

### **18.4 Continuing Directors**

If below quorum, remaining Directors may act to appoint Directors, convene General Meetings, or fill vacancies.

### **18.5 Voting**

Resolutions pass by majority, with the chairperson having a casting vote. Electronic voting is permitted, subject to law.

### **18.6 Written Resolutions**

Resolutions signed by all Directors are valid, effective when the last Director signs.

### **18.7 Non-Directors**

The President or majority Directors may invite non-Directors to assist at meetings.

## **19. Directors' Duties and Interests**

### **19.1 Disclosure**

Directors must disclose Material Personal Interests at Board meetings, per section 41C of the Registered Clubs Act, including:

- (a) Nature and extent of the interest.
- (b) Relation to Club affairs.

### **19.2 Effect**

Directors with Material Personal Interests must not vote or be present during consideration, per section 195 of the Corporations Act.

### **19.3 Additional Declarations**

Directors must declare:

- (a) Financial interests in hotels within 14 days (section 41D, Registered Clubs Act).
- (b) Gifts or remuneration from affiliated bodies or contractors, per sections 41E and 41F.

#### **19.4 Contracts**

- (a) The Club may not contract with Directors or their companies unless approved by the Board, per section 41K of the Registered Clubs Act.
- (b) The Club may not contract with the Secretary Manager or their close relatives, except for employment contracts.

### **20. Secretary**

The Board appoints one Secretary Manager, who serves as Chief Executive Officer, on Board-determined terms.

### **21. General Meetings**

#### **21.1 Annual General Meeting (AGM)**

AGMs are held annually within five (5) months of the financial year-end, at Board-determined times and places.

#### **21.2 General Meetings**

- (a) The Board may convene General Meetings.
- (b) Members with 5% of votes or 100 eligible members may request a General Meeting, per section 249D of the Corporations Act.
- (c) The Board may postpone or cancel Board-convened meetings.

#### **21.3 Notice**

- (a) 21 days' notice is required, specifying place, date, time, and business.
- (b) Accidental omission or non-receipt does not invalidate meetings unless a Court rules otherwise.

#### **21.4 Quorum**

- (a) Quorum is 25 members eligible to vote for Board-convened meetings, or 5% for member-requested meetings.
- (b) If no quorum within 30 minutes, member-requested meetings dissolve; others adjourn for one week.
- (c) At adjourned meetings, present members form a quorum.

#### **21.5 Proceedings**

- (a) AGM business includes: financial reports, Director elections, auditor appointments, notified matters, and notice of each amalgamation offer received by the Club in the previous 12 months as required by the Registered Clubs Regulation 2025.
- (b) The Chair presides over meetings, followed by the Vice Chair, or an elected member.
- (c) Voting is by show of hands unless a poll is demanded (by chairperson or five (5) members).
- (d) The chairperson has a casting vote.
- (e) Electronic meetings are permitted, ensuring participation per the Registered Clubs Act.
- (f) Minutes are signed within one (1) month and are conclusive.

#### **21.6 Members' Resolutions**

- (a) Members with 5% of votes or 100 eligible members may propose resolutions, with notice given two (2) months before the meeting.

(b) The Club covers notice costs if received timely; otherwise, proposing members are liable.

## **22. Accounts and Audit**

### **22.1 Financial Year**

The financial year is 1 July to 30 June, or as Board-determined per the Corporations Act.

### **22.2 Accounts**

- (a) The Board ensures accurate financial records.
- (b) Records are available for Board inspection.
- (c) If required, financial and Directors' reports are prepared and audited per the Corporations Act, reported within four (4) months of year-end.
- (d) Quarterly financial statements that incorporate a balance sheet and the Club's profit and loss and trading accounts must be provided to the Board on a quarterly basis. Those statements must be made available to members within seven (7) days after adoption by the Board, retained for at least five (5) years, and a notice must be displayed on the Club Notice Board and published on the Club's website advising members how the statements may be accessed.

## **23. Execution of Documents**

The Club may execute documents (including deeds) in accordance with section 127 of the Corporations Act 2001 (Cth), including:

- (a) By signature of two (2) Directors; or
- (b) By signature of one (1) Director and the Secretary Manager; or
- (c) By any other method permitted under the Corporations Act including electronically.

## **24. Notices**

- (a) Notices may be given personally, by post, or electronically to the member's recorded address.
- (b) Notices are deemed received:
  - (i) By post: One (1) day after posting for meeting notices, three (3) days otherwise.
  - (ii) Electronically: One (1) day after sending.

## **25. Indemnity and Insurance**

- (a) The Club indemnifies officers against liabilities incurred in their role, per the Corporations Act, excluding bad faith or prohibited penalties.
- (b) The Club may pay insurance premiums for officers, subject to legal limits.
- (c) Indemnities continue for former officers.

## **26. Amendments to Constitution**

This Constitution may be amended by a Special Resolution passed by Financial Full Members at a General Meeting.