

I, Marc Eisenhauer, Company Secretary, certify that this and the following 34 pages is a true and correct copy of the Constitution of Cowra Bowling and Recreation Club Ltd as amended pursuant to the special resolution passed at the General Meeting of the Club held on 21 September 2022.



Marc Eisenhauer

24/11/23

Date

CONSTITUTION

COWRA BOWLING AND RECREATION CLUB LTD ACN 001 450 759

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Part

1 - Preliminary

1. Definitions

(1) In this Constitution:

Act means the *Corporations Act 2001* (as amended) and any regulation made under that act;

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

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

Australian Accounting Standards means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act;

Authority means the Independent Liquor & Gaming Authority or any body or person which replaces it or exercises any of its functions;

Board means the members for the time being of the Board of Directors of the Club;

By-laws means the regulations that have been determined by the Board in accordance with this Constitution;

Club means the Cowra Bowling and Recreation Club Limited;

Constitution means this company constitution of the Club in accordance with the Act;

Gaming Machines Act means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act;

Liquor Act means the *Liquor Act 2007* (as amended) and any regulation made under that act;

Notice Board means a board or boards designated as such within the Club premises on which notices for the information of members are posted;

Ordinary Member means a member of the Club other than a Life

Member, Honorary Member, Temporary Member, Provisional Member or Junior Member of the Club;

ordinary resolution means a resolution that may be passed by a simple majority (50% plus one) at a general meeting of members;

Registered Clubs Act means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act;

Returning Officer means a person appointed by the Club to conduct an election on behalf of the Club. The person may or may not be a Member of the Club but should not be an employee of the Club or a candidate for election to the Board. The person must be impartial and should not be aligned with or show any support to any candidate or group of candidates.;

Rules means the paragraphs within this Constitution, and any By-laws and regulations of the Club;

Secretary means the chief executive officer of the Club;

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

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
 - (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.
- (2) In this Constitution, unless the context otherwise requires:
- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

2. Club name, colours and insignia

- (1) The name of the Club is the "Cowra Bowling and Recreation Club Ltd" (ACN 001 040 759).

- (2) The official colours of the Club shall be blue and yellow with the insignia of an eagle.

3. Requirements of the Act and the Registered Clubs Act

- (1) The "replaceable rules" contained in the Act are excluded and shall not apply to the Club except in so far as they are repeated or contained in this Constitution.
- (2) The Club is established for the objects set out in this Constitution.
- (3) The Club shall be a non-proprietary Club.
- (4) Subject to the provisions of Sections 10(6) and 10(6A), and any other applicable section, of the Registered Clubs Act, a member of the Club, whether or not the person is a Director or a member of a 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 Ordinary member of the Club.
- (5) Subject to the provisions of Section 10(1) (j), Section 10(7), and any other applicable section of the Registered Clubs Act, only the Club and its members are entitled to derive, directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the premises of the Club.
- (6) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (7) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the receipts of the Club for gaming machines owned or operated by the Club.
- (8) 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.
- (9) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this Rule does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authorisation is granted to the Club

under Section 23 of the Registered Clubs Act.

- (10) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (11) A person under the age of 18 years shall not participate in any form of wagering or betting or use or operate gaming machines or any other forms of gaming devices on the premises of the Club.

4. Objects

- (1) The objects for which the Club is established are:
 - (a) To organise, conduct and control games of bowls in accordance with the Laws of the Sport of Bowls;
 - (b) To promote, encourage, foster, develop and extend the sport of bowls at or near Cowra in the state of New South Wales;
 - (c) To provide bowling greens and to lay out and prepare greens for bowls, and to provide where practical pavilions, rooms, clubhouse and all other facilities, conveniences and amenities in connection with the sport;
 - (d) To promote, organise, extend, govern, conduct and control championships, competitions and other events pertaining to the sport of bowls as may from time to time be considered expedient;
 - (e) To select, support and/or sponsor any representative team or teams for any purposes associated with the Bowling Club;
 - (f) To co-operate with organisations controlling the sport of bowls in the promotion and control of the sport of bowls;
 - (g) To promote such other sports, games, amusements and recreations as may be deemed expedient;
 - (h) To provide, improve, extend and conduct social enjoyments for the benefit of members.
 - (i) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

Part 2 - Membership

5. Membership

- (1) The number of members of the Club is declared not to exceed 5,000 but the Board may from time to time increase or decrease the number of members provided that in no circumstances shall the number of members exceed the maximum permissible under the Registered Clubs Act.
- (2) The membership of the Club shall be divided into the following categories:
 - (a) Ordinary Members
 - (b) Life Members
 - (c) Honorary Members
 - (d) Provisional Members
 - (e) Temporary Members
 - (f) Junior Members
- (3) Ordinary Membership of the Club shall consist of the following classes or classifications:
 - (a) Bowling Members
 - (b) Social Members
 - (c) Golf Members
- (4) Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-laws as determined by the Board.
- (5) **Bowling Member** shall mean a person who has been elected a Bowling Member and has paid the applicable annual subscription and other fees and charges. A Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any meetings and elections of the Club.
- (6) **Social Member** shall mean a person who has been elected a Social Member and has paid the applicable annual subscription and other fees and charges. A Social Member shall be entitled only to the social privileges and advantages of the Club and shall be entitled to attend and vote at any meetings or elections of the Club.
- (6A) **Golf Member** shall mean a person who has been elected a Golf Member and has paid the applicable annual subscription and other fees and charges. A Golf Member shall be entitled to golf playing and social privileges and advantages of

the Club and shall be entitled to attend and vote at any meetings and elections of the Club.

- (7) **Junior Member** shall mean a person under the age of eighteen (18) years who has been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club. Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for office of the Club.
- (8) (a) **Life Member** shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any general meeting, by two-thirds of the members present and entitled to vote, as a Life Member of the Club provided that such nomination is made in writing by two (2) Bowling Members or Life Members and notice thereof has been given with the notice convening the meeting and provided further that the nomination has been approved by the Board.
- (b) A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under this Constitution.
- (c) A Life Member shall not be obliged to pay any annual subscriptions.
- (9) (a) **Honorary Member** (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall be entitled to the social privileges of the Club and shall have such other rights and privileges as shall be determined by the Board provided that an Honorary Member shall not attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for office of the Club.
- (c) Honorary Members shall not be obliged to pay any entrance fee and/or annual subscription.
- (10) (a) **Provisional Member** means a person who has applied for membership as a member of the Club and has paid the subscription appropriate for the class of membership applied for and is awaiting a decision on the application.

- (b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.
 - (c) Provisional Members shall be liable to have their membership cancelled by the Board at any time without notice or reason being given.
- (11) (a) **Temporary Member** means a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
- (i) A person whose ordinary place of residence is more than five (5) kilometres from the Club;
 - (ii) A person who is a member of another registered club with similar objects to those of this Club;
 - (iii) Any member of another Registered Club who is attending this Club for the purpose of taking part in an organised sport or competition, as provided in section 30(10) of the Registered Clubs Act.
- (b) The duration of Temporary Membership shall be as determined by the Board from time to time PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
 - (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Members Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (d) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
 - (e) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for office of the Club.

6. Admission of members

- (1)
 - (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
 - (b) The application for membership shall be accompanied by the applicable annual subscription and other fees and charges.
 - (c) The application for membership shall be lodged with the Secretary and particulars of the nomination for membership shall be posted on the Notice Board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
 - (d) An interval of at least fourteen (14) days shall elapse between the date of application for membership and the date of election of any candidate.
 - (e) A candidate for membership shall be elected by the Board at a duly convened meeting of the Board. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.
 - (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the subscription and other fees and charges lodged with the application.
 - (g) The Board shall have power to make By-laws regulating all matters in connection with the election or reclassification of a member not otherwise provided by the Constitution.
- (2) Every person elected to membership shall be deemed to agree to pay the annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said annual subscription, fees and charges or part thereof shall be conclusive evidence of such agreement.
- (3) Every person elected to membership shall be required to pay within one (1) month of the date of election all subscriptions and fees payable or instalments thereof and failing which payment the election may be declared null and void.
- (4) A person who:

- (a) is a financial full member of the Club, or, who makes application and is elected as a full member of the Club in accordance with the Memorandum of Understanding for amalgamation between the Club and Cowra Golf Club Ltd ACN 000 042 679 (Cowra Golf Club) dated 20 August 2022; and
- (b) is a financial full member (as defined in the Registered Clubs Act) of Cowra Golf Club and whose name is entered in the register of members of Cowra Golf Club, on the date of transfer of the club licence of Cowra Golf Club to the Club by the Independent Liquor and Gaming Authority;

will:

- (c) for the purposes of the Registered Clubs Act only, be identified in the Club's register of members as a 'Cowra Golf Club Member'; and
- (d) be given credit for any annual subscription pre-paid in respect of their membership of Cowra Golf Club.

7. Cessation of membership

(1) A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the annual membership fee under Rule 13 within 3 months after the fee is due.

(2) Every person ceasing to be a member of the Club whether by resignation, expulsion, suspension, death, failure to pay the annual subscription or otherwise, shall forfeit all rights as a member of the Club, including the right to represent the Club (being his or her nominated Club for the year) at any sporting, bowling or other event and shall remain liable for any monies due or payable to the Club.

8. Transfer of membership

The Board may on the written application of an Ordinary Member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of ordinary membership to another class of ordinary membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription already paid or payable for the then current financial year.

9. Misconduct by Members

- (1) If any member shall refuse or neglect to comply with any of the provisions of the Constitution 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 in the opinion of the Board is unbecoming of a member or which shall render him or her 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 erase his/her name from the register of members provided that:
 - (a) Such member shall be notified of any charge against him or her pursuant to this Rule by notice in writing by a registered letter posted to his/her last known address as early as possible before the meeting of the Board at which such charge is to be heard and provided that such period of notice shall not be less than seven (7) days.
 - (b) The meeting of the Board to hear the charge against the member shall be heard within one (1) month of the notification to the member
 - (c) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (d) If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have an opportunity to address the Board on the penalty to be imposed.
 - (e) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representations made to it in writing by the member charged.
 - (f) The voting method by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds (2/3) of the members of the Board present vote in favour of such motion.
 - (g) The member shall be notified of the decision of the Board in writing by registered letter posted to his/her last known address.
- (2) A suspended member may not exercise any of the privileges of membership and cannot represent the Club at any sporting, bowling or other event during such suspension. If the suspended member is a Board member the suspended member must still attend Board meetings.

- (3) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
- (4) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
- (5) Any member who has had their membership suspended, at the discretion of the Board, shall hand up to the Secretary or a member of the Board any badge or card or item that identifies them as a member of the Club and such suspended member may be refused admission to the Club.
- (6) For the purposes of this clause 9, "the Board" includes any committee established by the Board for the purpose of dealing with the misconduct of members.

10. Address of Members

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

11. Register of Members

- (1) The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
 - (a) **Register of Ordinary and Life Members.** The register of Ordinary and Life Members must contain the name in full, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club (where relevant).
 - (b) **Register of Temporary Members and Honorary Member Register.** A register of persons who are Temporary Members (other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition) and Honorary Members. The register shall contain the surname, initials and the address of such member and, where appropriate, the dates of the period of membership.
 - (c) **Guest Register.** A register of persons over the age of eighteen (18) years who enter the premises of the Club as the guest of a

member. Such register shall have entered therein on each day the guest enters the premises of the Club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the Club more than once on the same day with the same member need only enter his or her name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.

- (2) A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

12. Votes of Members

- (1) (a) Only the following members shall be entitled to attend and vote at any meetings and elections of the Club:
 - (i) Bowling Members
 - (ii) Life Members
 - (iii) Social Members
 - (iv) Golf Members
 - (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and the taking of a poll and shall have one (1) vote.
 - (c) Pursuant to the Registered Clubs Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
- (2) No member shall be entitled to be present or vote at any meeting or election of the Club or to be elected or appointed to any office unless the member has paid the applicable annual subscription and all other moneys due to the Club at the time of such meeting, election or appointment.

13. Subscriptions and other fees

- (1) The annual subscription payable by each class of member shall be such amount, not being less than \$2.00, as shall be determined by the Board from time to time.
- (2) (a) The annual subscription shall fall due on the 1st day of July in each year and shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws.
- (b) If the annual subscription shall be unpaid on the due day the

defaulting member may be debarred or suspended from all privileges of membership and the member may be disqualified from all Club competitions in which the member may be participating.

- (c) In accordance with the Registered Clubs Act, any member whose subscription is in arrears must be restricted from entering the Club premises except as a guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
- (3) The subscription payable by any person elected to membership within six (6) months prior to the end of any financial year of the Club shall only be charged such proportion of the annual subscription as may be determined by the Board.
- (4) The Board may at any time reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive any other fee chargeable to any member under any special circumstances that may arise.

14. Guests

- (1)
 - (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with the member's own name in the Guest Register.
 - (b) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
 - (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
 - (d) No member shall introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended or disbarred by the Board of the Club.
 - (e) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.

Part 3 - The Board

15. Board of Directors

- (1) (a) The Board shall consist of not less than six (6) and not more than nine (9) Directors who shall include a Chair, a Deputy-Chair, a Treasurer, and up to a maximum of six (6) other Directors.
- (b) The Board shall include not more than three (3) Directors who are Social Members of the Club.
- (2) (a) First General Meeting Under Triennial Rule
 - (i) The members elected to the Board at the first general meeting at which the triennial rule applies shall be divided into three groups:
 - (ii) 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.
 - (iii) Unless otherwise disqualified, the members of the governing body:
 - (A) in Group 1 shall hold office for one (1) year, and
 - (B) in group 2 shall hold office for two (2) years, and
 - (C) in group 3 shall hold office for three (3) years.
- (b) Subsequent General Meetings

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

- (c) Casual Vacancies
 - (i) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance this Constitution shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
 - (ii) The vacancy caused at a general meeting by a person

ceasing to hold office under subclause (a) 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.

(d) Re-election

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.

(e) Revocation of triennial rule

(i) 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 an Annual 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 members of the governing body.

(3) Subject to Rule 15(3A), only Bowling Members, Golf Members, Life Members and Social Members, each of whom have been members of the Club for a minimum period of three (3) years, shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.

(3A) Any 'Cowra Golf Club Member' as defined in Rule 6(4)(c) who has been a member of Cowra Golf Club for three (3) years or more as at completion of the Memorandum of Understanding specified in Rule 6(4)(a) and following such election as a full member of the Club becomes a Golf member, shall also be eligible to nominate, stand for or be elected or appointed to the Board.

(4) No person currently under suspension by the Board in accordance with this Constitution shall be eligible to nominate, stand for or be elected or appointed to the Board.

(5) No member of the Club who is also an employee of the Club, or who has been an employee of the Club during the three (3) years prior to the date of the election, shall be eligible to nominate, stand for or be elected or appointed to the Board.

(6) Each member of the Board shall fulfil the education of directors standard as required by the Registered Clubs Act.

16. Nomination and Election of The Board

- (1) (a) Nominations for election of a Director shall be made in writing and signed by two (2) Members who are entitled to attend and vote at elections of the Club and shall be signed by the nominee who shall also signify his or her consent to the nomination.

(b) Nominations for the Board shall cease at 5.00 pm on the 21st day prior to the Annual General Meeting.
- (2) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his or her proposers on the Notice Board.
- (3) (a) The election of the Board shall be conducted and counted by a Returning Officer and at least one (1) scrutineer appointed by the Board.

(b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (4) If the full number of candidates for the various positions on the Board is not nominated as prescribed then those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (5) In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his or her absence the Chair of the meeting) shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
- (6) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by this Constitution.

17. Vacancies on the Board

- (1) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the Registered Clubs Act or the Liquor Act, the office of a Director becomes vacant if the Director:
 - (a) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the

Board;

- (b) transfers to a class of membership that would disqualify him or her from being eligible for appointment to his/her own office under the provisions of this Constitution following the change of membership class;
 - (c) becomes an employee of the Club;
 - (d) resigns from office by notice in writing to the Secretary of the Club;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove him or her from office;
 - (f) ceases to be a member of the Club.
- (2) The Board may at any time appoint any eligible Ordinary or Life Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting. If the Board intends to make an appointment in accordance with this clause 17.2 then the appointment must be made in compliance with Regulation 31 of the *Registered Clubs Regulation 2015*.
- (3) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if such person or persons had not been so removed.
- (4) Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he or she is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

18. Powers and Duties of the Board

- (1) The Board shall have full control of the property of the Club and absolute authority subject to this Constitution regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by the Constitution, the Act or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have the power from time to time:
 - (a) To appoint up to two (2) persons as members of the Board in accordance with Regulation 31 of the Registered Clubs Regulation 2015.
 - (b) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of the members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) such powers as it may think fit and to revoke or alter any such delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.
 - (c) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (d) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
 - (e) 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 provided that in resolving to commit to expenditure in excess of Two Million Dollars (\$2,000,000.00) on any project the Board will disclose details of it to members and take into consideration any relevant resolution(s) from a general meeting which may be called by either the Board or the Secretary (at the request of members) in accordance with Rule 19(4), to consider the expenditure.
 - (f) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of

the property of the Club as may be thought fit.

- (g) 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 and 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 requirements of each relevant award.
- (h) 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.
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (bank or otherwise secured) as the Board may think fit and from time to time vary or realise such investments.
- (j) 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 stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged 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.
- (k) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
- (l) To fix the maximum number of each class of members who may be admitted to the Club.
- (m) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their

conduct behaviour clothing and dress whilst on the said premises.

- (n) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (o) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
- (m) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person for approved activities to the benefit of the Club.

19. By-Laws

- (1) The Board may from time to time make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club. The Board may create, but is not limited to, By-laws to regulate:
 - (a) Such matters as it is specifically by the Constitution empowered to do;
 - (b) The general management control and trading activities of the Club;
 - (c) The control and management of the Club premises;
 - (d) The management and control of play and dress on the greens;
 - (e) The upkeep and control of the greens;
 - (f) The control and management of all competitions;
 - (g) The conduct of members and guests of members;
 - (h) The relationship between the members and Club employees;
 - (i) Generally all such matters as are commonly the subject matter of club rules or by-laws or which by the Constitution, the Act or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
- (2) Any By-law made under the Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Club's Notice Board.

20. Proceedings of the Board

- (1) The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board

shall be six (6) members of the Board.

- (2) The Chair may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board
- (3) Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum.
- (4) Subject to this Constitution, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and any such decision shall for all purposes be deemed a decision of the Board.
- (5) The Chair of the Board shall if present preside at all meetings of the Board. In his absence or if he shall be unwilling to act the Deputy Chair shall preside and in the event of the Chair and the Deputy Chair being absent or unwilling to act the meeting shall elect a member of the Board to be Chair of the meeting. The Chair of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
- (6) In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Club.
- (7)
 - (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
 - (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

- (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- (8) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (9) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (10) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (11) All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

21. Secretary

The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club.

Part 4 - Meetings of Members

22. General Meetings of Members

- (1) The Annual General Meeting of the Club shall be held each year within three (3) months of the commencements of the financial year at such time and place as may be determined by the Board.
- (2)
 - (a) The period of notice in respect of all general meetings of the Club (including the Annual General Meeting) shall be at least twenty-one (21) clear days before the date fixed for such meeting.
 - (b) Every notice convening a general meeting or an Annual General Meeting shall be in writing and shall specify the place and day and the hour of the meeting and information about the business to be transacted as is required to be given by this Constitution, the Act or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
- (3) Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least twenty-one (21) days prior to the date fixed for such Annual General Meeting.
- (4)
 - (a) The Board may whenever it thinks fit convene a General Meeting of the Club and shall convene a General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
 - (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (c) A meeting of members must be held for a proper purpose. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a general meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.

- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of a general meeting where at least twenty-one (21) clear days' notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
 - (h) To call the meeting the requisitionists may ask the Club for access to the Register of Members and the Club must give the requisitionists access to the Register to inspect and make a copy of any part of its contents.
 - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (5) (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
- (6) A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the

audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the auditor's report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

23. Proceedings at General Meetings

- (1)
 - (a) At any Annual General Meeting or other general meeting called by the Board, thirty-five (35) members entitled to be present and vote under this Constitution and present in person shall be a quorum.
 - (b) At any general meeting called on or by the requisition of members, one hundred (100) members entitled to be present and vote under this Constitution and present in person shall constitute a quorum.
- (2) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within thirty (30) days of the original meeting. 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.
- (3) The business of the Annual General Meeting shall be as follows:
 - (a) To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (b) To receive and consider the reports of the Board;
 - (c) To receive and consider the financial report as required by the Act and the Registered Clubs Act and to receive and consider the auditor's report (if required);
 - (d) To elect the Directors to hold office in accordance with this Constitution and/or to declare the result of the election of

Directors to hold office in accordance with this Constitution and, if necessary, to elect further Directors;

- (e) To approve honoraria or other extraordinary benefits (if any);
 - (f) To deal with any valid business of which due notice has been given;
 - (g) To deal with general business as approved by the Chair of the meeting or as approved by the meeting.
- (4) All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.
- (5) The Chair of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- (6) The Chair of the Board shall preside at the Annual General Meeting and all general meetings. In the event of the Chair being absent or if he shall be unwilling to act the Deputy Chair shall preside and in the event of both of these being absent or unwilling to act the Members of the Board present shall elect a Director to be Chair of the meeting. In the event of no Director being present at the meeting, the members present and entitled to vote shall elect a Chair of the meeting.
- (7) Every question or motion submitted to a meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chair of the meeting shall both on a show of hands and a poll have a casting vote in addition to the vote to which he is entitled as a member.
- (8) At any meeting unless a poll is demanded by the Chair of the meeting or by at least five (5) members present and entitled to vote at the meeting a declaration by the Chair of the meeting that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (9) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chair of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chair of the meeting shall determine the same and such determination made in good faith shall be final and conclusive

- (10) (a) The Chair of a general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) 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.
 - (c) It shall not be necessary to give notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of an original meeting.
- (11) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a Chair of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
 - (12) The Club's auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.

Part 5- Record keeping and financial

24. Minutes

- (1) (a) The Club must keep minute books in which it records:
 - (i) proceedings and resolutions of all general meetings of members; and
 - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
 - (iii) resolutions passed by Directors without a meeting.
- (b) The Chair of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (c) The Club must keep its minute books at the Club's registered office.

25. Financial year

The financial year of the Club shall commence on the first day of July and end on the last day of June of the following year.

26. Accounts and audit

- (1) The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
- (2) The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
- (3) (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
 - (b) The financial statements shall be available to the members of the Club within seven (7) days of the statements being adopted by

the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

27. Annual Report

- (1) In accordance with the Act, the Board shall present to members in general meeting once in every year a financial report for the financial year, a Directors' report for the financial year, and an auditor's report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (2)
 - (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
 - (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
 - (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.
 - (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
- (3) Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

28. Auditor

- (1)
 - (a) In accordance with the provisions of the Act, and provided that circumstances permit, the Club may determine that an auditor shall not be appointed by the Club until such time as an auditor is required and that an annual review shall be conducted in accordance with the Act.

- (b) In accordance with the Act, if the Club is required to be audited the following provisions shall apply:
 - (i) An auditor shall only be appointed when a vacancy exists in the position of auditor. At least two (2) months' notice of a resolution to remove the auditor must be given. The ordinary resolution to remove an auditor and the special resolution to appoint another auditor should be given to members at the same general meeting.
 - (ii) The Club must give the auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

29. Execution of documents

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

30. Notices

- (1) Any notice in writing may be given by the Club to a member either:
 - (a) personally;
 - (b) by sending it by post to the address for the member in the Register of Members; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the member.

- (2) A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked by the member at any time.
- (3)
 - (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
 - (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- (4) If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

Part 6 - Miscellaneous

31. Constitution

- (1) (a) The Constitution may be altered or amended at a general meeting by Special Resolution of which due notice has been given to members of the Club.
- (b) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more Separate Resolutions.
- (2) The Club must send a copy of its Constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

32 Members' Guarantee and Winding Up the Club

- (1) The liability of the members is limited.
- (2) 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 he/she is a member or within one(1) year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).
- (3) 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 is imposed on the Club under or by virtue of this Constitution 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.

33. Indemnity to Officers

- (1) Every person who is or was an officer of the Club may if the Board so

determines, be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:

- (a) in relation to a liability owed to the Club or a related body corporate;
 - (b) 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
 - (c) 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.
- (2) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:
- (a) 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;
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) 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
 - (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.