



**COMPANY CONSTITUTION**

**OF**

**TURRAMURRA BOWLING CLUB LIMITED**

(as adopted – November 2012)

ACN 000 106 936  
ABN 68 000 106 936

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 5/10/12]

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# **CONSTITUTION** **OF** **TURRAMURRA BOWLING CLUB LIMITED**

## **DEFINITIONS AND INTERPRETATIONS**

1. In this Constitution unless there is something in the subject or context inconsistent therewith:

“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. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor & Gaming Authority.

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

“By-laws” means the Rules that have been determined by the Board in accordance with this Constitution.

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

“Club” means the Turramurra Bowling Club Limited.

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

“Constitution” means this company constitution of the Club in accordance with the Act.

“contract” includes commercial arrangement.

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

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

“Full Member” means a person who is an Ordinary Member or a Life Member of the Club.

“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.

“month” means calendar month.

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

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

“Ordinary Member” means a member of the Club other than a Life Member, Honorary Member, Temporary Member, or Provisional 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.

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

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

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

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

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

- (a) Is passed at a general meeting of the Club of which at least 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.

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

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

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

2. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
- (d) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in general meeting or by a Court of proper jurisdiction.
- (e) This Constitution shall be read and construed subject to the provisions of the Act and Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
- (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.

### **COMPANY DETAILS**

3. The name of the Club is the “Turramurra Bowling Club Limited” (ACN 000 106 936).
4. The registered office of the Club shall be situated at Turramurra, Sydney, in the State of New South Wales, or at such other place as the Club shall from time to time determine.
5. The Turramurra Bowling Club Limited was incorporated under the Companies Act 1936 as a company limited by guarantee on the Fifth day of June 1952.

## MEMBERSHIP

6. The membership of the Club shall be divided into the following categories, all of which include both male and female:
  - (a) Ordinary Members
  - (b) Life Members
  - (c) Honorary Members
  - (d) Provisional Members
  - (e) Temporary Members
  
7. Ordinary Membership of the Club shall consist of the following classes or classifications, all of which include both male and female:
  - (a) Bowling Members
  - (b) Country Bowling Members
  - (c) Social Members
  - (d) Junior Members
  - (e) Non-Bowling (Restricted) Members
  
8. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
  
9. **“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.
  
10. **“Country Bowling Member”** shall mean a person who resides outside the County of Cumberland and who has been elected a Country Bowling Member and has paid the applicable annual subscription and other fees and charges. A Country 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.
  
11. **“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 but shall not be entitled to attend and vote at any meetings or elections of the Club.
  
12. **“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.

13. **“Non-Bowling (Restricted) Member”** shall mean a person who has been a Bowling Member of long standing, who is no longer able to play bowls but wishes to participate in other activities at the Club. Such member shall be entitled to all the rights, privileges and advantages to which a Bowling Member is entitled under the Constitution with the exception of playing bowls and being entitled to nominate for the Board. The Board shall have the power to determine the duration of the Non-Bowling (Restricted) Membership and to withdraw such membership of any person at any time without assigning any reason.
14. (a) **“Life Member”** shall mean any Bowling Member or Country Bowling 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 three-fourths 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, Country Bowling Members or Life Members and that the nomination has been approved by the Turramurra Men’s Bowling Club or the Turramurra Women’s Bowling Club (as appropriate) and the approved nomination is then passed to the Board for its approval.
- (b) Subject to Board approval, the notice thereof shall be given with the notice convening the meeting.
- (c) A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under this Constitution.
- (d) A Life Member shall not be obliged to pay any annual subscriptions.
15. (a) **“Honorary Member”** (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion. The period of such Honorary Membership shall be as determined by the Board.
- (b) An Honorary Member shall have such other rights and privileges as shall be determined by the Board PROVIDED that an Honorary Member shall NOT attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for office of the Club.
16. (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.
17. (a) **“Temporary Member”** shall mean 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 registered Club;
- (ii) A person who is a member of another registered club with similar objects to those of this Club;

- (iii) Any person who is attending the 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 Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member 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.
- (f) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

### **PATRONS**

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



## **ADMISSION OF MEMBERS**

19. (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, if required under By-law, 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 at which not less than three-fourths of the Directors present and voting, vote in favour of such election. 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.
20. 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.
  21. 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.

## **CESSATION OF MEMBERSHIP**

22. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for any sum required to be paid as a member of the Club in the event that the Club is wound up.

23. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Act.

### **DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS**

24. 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 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 name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Rule by notice in writing by a registered letter posted to his 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 member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
  - (c) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
  - (d) The voting method by the members of the Board present at such meeting shall be as decided by the Board 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.
  - (e) 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.
  - (f) Any member notified or any member proposed in accordance with this Rule to be notified, may immediately be suspended from all privileges of the Club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the Board to hear the charge against the member shall be heard within six (6) weeks of the notification to the member of his immediate suspension.

### **ADDRESS OF MEMBERS**

25. Every person shall on becoming a member furnish to the Secretary particulars of his 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.

## **REGISTER OF MEMBERS & GUESTS**

26. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Register of Member. The register of 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.
  - (b) Temporary Member Register of persons who are Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
  - (c) Honorary Member Register. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
  - (d) Guest Register of persons over the age of eighteen (18) years who enter the premises of the Club as 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 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.
27. 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.

## **VOTES OF MEMBERS**

28. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.
29. (a) Only the following members shall be entitled to attend and vote at any meetings and elections of the Club:
- (i) Bowling Members
  - (ii) Country Bowling Members
  - (iii) Life Members
  - (iv) Non-Bowling (Restricted) 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) No member of the Club who is an employee of the Club shall be eligible to vote at any meetings or elections of the Club.
  - (d) An employee of the Club must not vote at any election of the Men's Bowling Club or Women's Bowling Club if any member of that club would, as the result of that election, be entitled or qualified to be appointed to the Board of this Club.
  - (e) 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.
30. 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.

### **SUBSCRIPTIONS AND OTHER FEES AND CHARGES**

31. 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.
32. (a) The annual subscription shall fall due on the 1st day of April 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.
33. 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.
34. 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.

### **BOARD OF DIRECTORS**

35. (a) Subject to the provisions of paragraph (b) of this Rule, the Board shall consist of a Chairman, a Deputy-Chairman, a Treasurer, and a minimum of two (2) up to a maximum of four (4) other Directors.

- (b) In addition to the number of Directors on the Board, the Presidents of the Women's Bowling Club and the Men's Bowling Club shall be ex-officio Directors and the provisions of the Constitution for election, appointment and retirement shall not apply to them but shall in all other respects.
  - (c) This provision shall not apply when a President has been elected or appointed as a Director.
36. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to this Constitution, the Act and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to this Constitution.
37. Only Bowling Members, Country Bowling Members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.
38. 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.
39. No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.
40. Each member of the Board shall fulfil the education of directors standard as required by the Registered Clubs Act.

### **NOMINATION AND ELECTION OF THE BOARD**

41. (a) Nominations for election of a Director shall be made in writing and signed by two (2) Full 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 consent to the nomination.
- (b) The nomination shall specify the position on the Board for which the nominee is nominated.
- (c) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position. The order of seniority of positions on the Board shall be the order appearing in Rule 35(a).
- (d) Nominations for the Board shall cease at 8.00 pm on the 28th day prior to the Annual General Meeting.
42. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the notice board.
43. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.

44. 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.
45. In the event of an equality of votes in favour of two or more candidates, the Returning Officer (or in his absence the chairman 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.
46. 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.

### **VACANCIES ON THE BOARD**

47. 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 from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class;
  - (c) becomes an employee of the Club;
  - (d) resigned 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 from office;
  - (f) ceases to be a member of the Club.
48. The Board may at any time appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
49. 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.

## **HONORARIUM**

50. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he 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.

## **POWERS AND DUTIES OF BOARD OF DIRECTORS**

51. 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 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. All members who are appointed to such committees and/or sub-committees by the Board will be classified as Officers of the Club for the duration of their appointment to such committees and/or sub-committees.
  - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - (c) 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.

- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit provided that in resolving to commit to expenditure in excess of Two Hundred Thousand Dollars (\$200,000.00) 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 Chairman or the Secretary (at the request of members) in accordance with Rule 66, to consider the expenditure.
- (e) 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.
- (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to 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.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (h) To invest and deal with any of the 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.
- (i) 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.
- (j) 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.
- (k) To fix the maximum number of each class of members who may be admitted to the Club.



- (L) 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.
- (m) 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.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a general meeting to pay such honorarium.
- (o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.

### **BY-LAWS**

52. 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.
53. 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.

### **PROCEEDINGS OF THE BOARD**

54. 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 five (5) members of the Board.
55. The Chairman may at any time, and the Secretary shall on the requisition of not less than two (2) Directors, convene a meeting of the Board.

56. 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.
57. 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.
58. The Chairman 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 Chairman shall preside and in the event of the Chairman and the Deputy Chairman being absent or unwilling to act the meeting shall elect a member of the Board to be chairman of the meeting. The chairman of such meeting shall in the case of an equality of votes have a casting vote in addition to a deliberative vote.
59. 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.
60. (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.
61. (a) 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.
- (b) 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.

- (c) 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.

### **GENERAL MEETINGS OF MEMBERS**

- 62. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Board.
- 63.
  - (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.
- 64. 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 forty-two (42) days prior to the date fixed for such Annual General Meeting.
- 65. All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 66.
  - (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary 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 a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
  - (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
67. (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.
68. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the auditor even if the Club believes the question is not relevant to the auditor's report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

## **PROCEEDINGS AT GENERAL MEETINGS**

69. (a) At any Annual General Meeting or other general meeting called by the Chairman or by the Board, ten percent (10%) of all members entitled to be present and vote under this Constitution and present in person shall be a quorum. The number of members shall be calculated as at the midnight immediately preceding the day that notice of the general meeting is given to members.
- (b) At any general meeting called on or by the requisition of members, twenty percent (20%) of all members entitled to be present and vote under this Constitution and present in person shall constitute a quorum. The number of members shall be calculated as at the midnight immediately preceding the day that the requisition is received by the Club.
70. 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.
71. The Chairman of the Board shall preside at the Annual General Meeting and all general meetings. In the event of the Chairman being absent or if he shall be unwilling to act the Deputy Chairman 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 chairman of the meeting. In the event of no Director being present at the meeting, the members present and entitled to vote shall elect a chairman of the meeting.
72. 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 chairman 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.
73. At any meeting unless a poll is demanded by the chairman of the meeting or by at least five (5) members present and entitled to vote at the meeting a declaration by the chairman 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.
74. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman 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 chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

75. (a) The chairman 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.
76. 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 chairman of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
77. 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 approve honoraria or other extraordinary benefits (if any);
- (e) To declare the result of the election of the Chairman, Deputy-Chairman, the Treasurer and up to four (4) other Directors for the ensuing year and if necessary, to elect further Directors;
- (f) To deal with any valid business of which due notice has been given;
- (g) To deal with general business as approved by the chairman of the meeting or as approved by the meeting.
78. The chairman 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.
79. (a) The Club's auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.

- (b) If the Club's auditor or representative is at the Annual General Meeting, the chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### **MINUTES**

- 80. (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 chairperson 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.

### **FINANCIAL YEAR**

- 81. The financial year of the Club shall commence on the first day of April and end on the last day of March.

### **ACCOUNTS AND AUDIT**

- 82. 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.
- 83. The books of account shall be kept at the 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.
- 84. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.

- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.

### **ANNUAL REPORT**

- 85. 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.
- 86.
  - (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.
- 87. Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

### **AUDITOR**

- 88.
  - (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.

### **SECRETARY**

89. 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.

### **CLUB OPERATION**

90. Subject to the provisions of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
91. The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
92. Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.

### **GUESTS**

93. (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his 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 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.

### **EXECUTION OF DOCUMENTS**

- 94. (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.

### **NOTICES**

- 95. 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.
- 96. 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.
- 97. (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.
98. 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.

### **CONSTITUTION**

99. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
100. 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).

### **OBJECTS**

101. 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 Turramurra 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.

### **MEMBERS' GUARANTEE AND WINDING UP THE CLUB**

- 102. The liability of the members is limited.
- 103. 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 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).
- 104. 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.

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