

CORPORATIONS ACT 2001
A Company Limited by Guarantee

CONSTITUTION
of
WERRIS CREEK BOWLING AND TENNIS CLUB LIMITED
ABN 60 001 007 183

NAME

1. The name of the company is Werris Creek Bowling and Tennis Club Limited.

DEFINITIONS

2. In this Constitution, unless the context or subject matter otherwise requires:

‘the Act’ means the Corporations Act 2001;

‘Board’ means the members for the time being of the Club’s Board of Directors;

‘By-law’ includes any policy or regulation made by the Board;

‘the Club’ means the company named in rule 1;

‘club noticeboard’ means a board or boards designated as such within the Club’s premises on which notices for the information of members are posted;

‘Director’ means a member of the Board;

‘financial member’ means any full member who has paid all money payable by him or her to the Club by the due date for payment thereof;

‘full member’ means a person who is an ordinary member or a life member of the Club;

‘General Meeting’ includes Annual General Meeting;

‘in writing’ and ‘written’ include any mode of representing or reproducing words, figures, drawings or symbols in a visible form;

‘Liquor Act’ means the Liquor Act 2007;

‘month’ means calendar month;

‘officer’ means an officer as defined in the Act;

‘ordinary member’ means a member of the Club other than a life member, honorary member, temporary member or provisional member;

‘Registered Clubs Act’ means the Registered Clubs Act 1976;

‘Secretary’ includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary;

‘special resolution’ has the same meaning as in the Act.

INTERPRETATION

3. This Constitution is subject to legislation including the Act, Liquor Act and Registered Clubs Act. To the extent any provision of this Constitution is inconsistent with any legislation, that provision will be inoperative and have no effect.
4. To the extent permitted by law, a decision of the Board on the construction or interpretation of this Constitution or on any By-laws made under this Constitution or on any matter arising from this Constitution or By-laws is conclusive and binding on all members of the Club.
5.
 - (a) The ‘replaceable rules’ contained in the Act are excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
 - (b) Unless the context or subject matter otherwise requires:
 - (i) words indicating one gender include all genders;
 - (ii) words indicating the singular include the plural and vice versa.
 - (c) A reference in this Constitution to an Act includes regulations and instruments made under that Act.
 - (d) A reference in this Constitution to an Act or any provision of an Act includes amendments or replacements of that Act or provision.
 - (e) Headings and the index are included for convenience only and do not form part of this Constitution.

OBJECTS

6. The objects for which the Club is established are:
 - (a) To establish, equip, furnish and maintain a club for the benefit of members.
 - (b) To provide facilities for members and their guests and for their recreation.
 - (c) To promote and conduct social and educational undertakings and functions for the advancement and benefit of members.
 - (d) To promote the sports of bowling and tennis and to provide bowling greens and tennis courts for the benefit of members entitled to use such facilities and to do all things incidental to the playing of bowls and tennis and the promotion of such sports.
 - (e) To carry on such trade or business as may be determined to be of benefit to the Club.
 - (f) To encourage and maintain when deemed desirable an interest in local affairs provided that the Club will not be associated with party politics or sectarian institutions.

- (g) To take over the funds and other assets and the liabilities of the unincorporated club known as The Werris Creek Institute and Town Bowling and Tennis Club.
- (h) To hold or arrange tennis, bowls and other matches, sporting events, trials and competitions and provide or contribute towards the provision of prizes, awards and distinctions, provided that no member of the Club will receive any prize, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to that member.
- (i) To subscribe to become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club will not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of this Constitution.
- (j) In furtherance of the objects of the Club, to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the grounds, facilities and premises.
- (k) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements of property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Club, provided that in case the Club takes or holds any property which may be subject to any trusts the Club will only deal with the same in such manner as is allowed by law having regard to such trusts.
- (l) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Club's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain, and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (m) To appoint, employ, remove or suspend such managers, clerks, Secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (n) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons, and to grant pensions and allowances; and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (o) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (p) To invest and deal with the money of the Club not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (q) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (r) To make, draw, accept, endorse, discount, exercise and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (s) In furtherance of the objects of the Club, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (t) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property or whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- (u) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club, but subject always to the proviso in paragraph (k).
- (v) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise.
- (w) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (x) In furtherance of the objects of the Club, to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of this Constitution.
- (y) In furtherance of the objects of the Club, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (z) In furtherance of the objects of the Club, to transfer all or any part of the assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (aa) To make donations for patriotic or charitable purposes.
- (bb) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (cc) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

7. The income and property of the Club, howsoever derived, will be applied solely towards the promotion of the objects of the Club as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. However nothing in this Constitution will prevent:
- (a) the payment in good faith of interest to any member in respect of any money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club;
 - (b) the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

WINDING UP

8. The liability of the members of the Club is limited.
9. Each member of the Club undertakes to contribute to the Club's assets in the event of the Club being wound up during the time that he or she is a member or within one year thereafter, for payment of the Club's debts and liabilities contracted before the time at which he or she ceases to be a member and of the costs, charges and expenses of winding up the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$5.
10. (a) If upon the winding up or deregistration of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other body or bodies:
- (i) which has or have objects similar to the objects of the Club; and
 - (ii) which prohibits or 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.
- (b) The body or bodies in paragraph (a) will be determined by the members of the Club at or before the time of deregistration or in default thereof by that Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter. If and so far as effect cannot be given to paragraph (a) then the remaining property will be given to some charitable object.

MEMBERSHIP

11. A person must not be admitted to membership of the Club except as an ordinary member, life member, honorary member, temporary member or provisional member.
12. A person who is under 18 years of age will not be admitted to ordinary membership except as a Junior Bowls Member or Junior Tennis Member.
13. Membership of the Club is open to all genders.

14. The persons whose names are entered in the Club's Register of Members upon the passing of the special resolution to adopt this Constitution and other persons as the Board admits to membership in accordance with this Constitution will be the members of the Club. Upon the passing of the special resolution to adopt this Constitution an ordinary member will be classified under rule 16 according to his or her most recently paid subscription.

ORDINARY MEMBERS

15. An ordinary member of the Club is any person who has been elected to ordinary membership.
16. Until the Board otherwise determines by By-law, the classes of ordinary membership of the Club are:
- (a) Bowls Members;
 - (b) Tennis Members;
 - (c) Joint Bowls/Tennis Members;
 - (d) Social Members;
 - (e) Junior Bowls Members;
 - (f) Junior Tennis Members.
17. (a) A Bowls Member is any person who has attained 18 years of age and has been elected or transferred to Bowls membership.
- (b) A Tennis Member is any person who has attained 18 years of age and has been elected or transferred to Tennis membership.
- (c) A Joint Bowls/Tennis Member is any person who has attained 18 years of age and has been elected or transferred to Joint Bowls/Tennis membership.
- (d) A Social Member is any person who has attained 18 years of age and has been elected or transferred to Social membership.
- (e) A Junior Bowls Member or Junior Tennis Member is any person who is under 18 years of age at the time of his or her election to Junior Bowls membership or Junior Tennis membership and has attained the minimum age (if any) as determined by By-law and has been elected in accordance with the following sub-paragraphs:
- (i) the person must satisfy the Board that he or she has an interest in taking part in the Club's sporting activities on a regular basis; and
 - (ii) the Board must receive written consent from the person's parent or guardian to the person becoming a Junior Bowls Member or Junior Tennis Member and taking part in the Club's sporting activities; and
 - (iii) the Board must be of the opinion that the person is suitable to be elected to Junior Bowls membership or Junior Tennis membership.

LIFE MEMBERS

18. (a) Any ordinary member other than a Junior Bowls Member or Junior Tennis Member is eligible for election to Life membership if that person:
- (i) has been an ordinary member of the Club for at least three years; and
 - (ii) has rendered service to the Club of a meritorious or otherwise commendable nature; and
 - (iii) is recommended by the Board for election to Life membership.
- (b) A person who satisfies the requirements in paragraph (a) will be duly elected as a Life Member if a resolution to that effect is passed by a majority of members who are present and voting at a General Meeting.

ENTITLEMENTS OF MEMBERS

19. (a) A Life Member will have all the entitlements, rights and privileges of a Joint Bowls/Tennis Member.
- (b) For the purposes of this Constitution (for example, eligibility for election to the Board) a Life Member will be regarded as a Joint Bowls/Tennis Member.
- (c) Life Members will be exempt from payment of subscriptions and levies.
20. (a) Subject to paragraph (b) all ordinary members other than Junior Bowls Members and Junior Tennis Members are entitled to:
- (i) attend and vote on all matters at General Meetings including special resolutions to amend this Constitution; and
 - (ii) vote at the election of the Board.
- (b) A member will only have the entitlements to which paragraph (a) refers if he or she is a financial member.
- (c) Unless otherwise required by law, Junior Bowls Members and Junior Tennis Members are not entitled to attend General Meetings or vote at General Meetings.
- (d) Junior Bowls Members and Junior Tennis Members are not entitled to vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
21. Irrespective of his or her class of membership, a member who is an employee of the Club must not vote at any General Meeting or meeting of the Board or at any election of the Board, or hold office as a member of the Board.
22. Each member who is entitled to vote has one vote. Voting by proxy is prohibited.
23. The entitlements, rights and privileges of members (including classes of members) to use the Club's facilities and amenities are as the Board may determine by By-law or otherwise.

HONORARY MEMBERS

24. (a) The Club may admit the following persons as honorary members of the Club:
- (i) the Patron or Patrons for the time being of the Club; and
 - (ii) any prominent citizen or local dignitary.
- (b) The Board may exempt honorary members from any obligation or liability with respect to the payment of entrance fees, subscriptions and levies.
- (c) Honorary members are entitled only to those facilities and amenities of the Club as the Board may determine. Honorary members are not entitled to attend or vote at any General Meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (d) The Board has the power to cancel the membership of any honorary member without notice and without being required to give reason.

TEMPORARY MEMBERS

25. (a) The Club may admit as a temporary member of the Club any person who satisfies the eligibility requirements for temporary membership under the Registered Clubs Act and any additional requirements as the Board may determine by By-law.
- (b) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine.
- (c) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine. Temporary members are not entitled to attend or vote at any General Meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.

PROVISIONAL MEMBERS

26. (a) The Club may admit a person to provisional membership pending the Board's decision on the person's application for ordinary membership. The requirements for admission to provisional membership are:
- (i) the person has applied for ordinary membership on the Club's application form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and subscription.

- (b) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine. Provisional members are not entitled to attend or vote at any General Meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (c) If a person who is admitted as a provisional member is not elected to ordinary membership of the Club within two months from the date the Club receives the application form or if that person's application for ordinary membership is rejected (whichever is the earlier), that person will cease to be a provisional member. The Club will return the entrance fee (if any) and subscription submitted with the application form to that person.
- (d) If the Board approves the application for ordinary membership that person will cease to be a provisional member and from the date of approval the person will be admitted to ordinary membership.

GUESTS OF MEMBERS

- 27. (a) All members other than Junior Bowls Members and Junior Tennis Members will have the privilege of introducing guests to the Club. However, a temporary member who has attained 18 years of age may only introduce (but not sign in) a guest who is under 18 years of age and in relation to whom the temporary member is a responsible adult.
- (b) A member must not introduce as a guest any person who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
- (c) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) A guest must at all times remain in the reasonable company or immediate presence (as the case may be under the Registered Clubs Act) of the member who introduced that guest.
- (e) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (f) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (g) The Board has the power to make By-laws regulating all matters in connection with the admission of guests to the Club.

PATRONS

- 28. (a) The members in General Meeting may appoint or remove one or more Patrons from time to time upon a recommendation from the Board to the meeting.
- (b) A Patron who is not a full member of the Club will be deemed to be an honorary member while he or she remains a Patron.

APPLICATIONS FOR ORDINARY MEMBERSHIP

29. (a) Every application for ordinary membership must be on an application form approved by the Board.
- (b) The application form will contain those particulars which the Board may determine. The application form will as a minimum include the full name, address and occupation of the applicant and a statement to the effect that the applicant, if admitted, agrees to be bound by the Club's Constitution.
- (c) The applicant must sign the application form.
- (d) The appropriate entrance fee (if any) and subscription may be lodged with the application form.
- (e) The name and address of the applicant must be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less than seven days before the applicant's election to ordinary membership.
- (f) An interval of at least 14 days must elapse between the Club's receipt of the application form and the applicant's election to ordinary membership.
30. (a) A person must not be admitted as an ordinary member of the Club unless that person is elected to membership at a meeting of the Board by a majority of the Directors present and voting. The Secretary must record the names of those Directors present and voting at that meeting.
- (b) The Board may reject any application for ordinary membership without giving any reason for the rejection.
- (c) The Board may appoint a committee to exercise the Board's powers in relation to the election of members. However if a person who has been previously expelled from membership of the Club applies for ordinary membership, the Board (not a committee) must consider that application.
31. When a person has been elected to ordinary membership the Club will enter that person's name and details in the Club's Register of Members. The member so admitted is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.
32. The Board has the power to make By-laws regulating all matters in connection with the election and admission of members.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

33. (a) On the written application of an ordinary member who has the qualifications for and wishes to become a member of another class of ordinary membership, the Board may transfer the member to that other class of ordinary membership. The Board may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.
- (b) A Junior Bowls Member or Junior Tennis Member who has not been transferred to another class of ordinary membership in accordance with paragraph (a) before attaining 19 years of age will cease to be a member of the Club.

- (c) The Board may appoint a committee to exercise the Board's powers in relation to transfers between classes of membership.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 34. (a) The Board has the power to prescribe the entrance fees, subscriptions, levies, charges and other amounts payable by the Club's members. The subscription payable by ordinary members to the Club must not be less than \$2 per annum or such other minimum amount prescribed by the Registered Clubs Act.
- (b) Subscriptions must be paid annually in advance or if the Board approves, subscriptions may be paid by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance.
- (c) The Board has the power to impose levies and charges on members for general or special purposes.
- (d) The Board has the power to make By-laws regulating all matters in connection with the time and manner of payment of entrance fees, subscriptions, levies, charges and other amounts.
- 35. (a) If a member has not paid the subscription or any other money due to the Club on or before the due date for payment, the person will cease to be a financial member.
- (b) If the person pays the subscription or other money within one month after the due date (or further time which the Club in its discretion may permit), that person will be reinstated as a financial member.
- (c) If the person does not pay the subscription or other money within one month after the due date (or further time which the Club in its discretion may permit), that person will cease to be a member of the Club.
- (d) A person who has ceased to be a member of the Club and wishes to again become a member must apply for ordinary membership on the Club's application form.
- (e) The Board has the power to make By-laws regulating all matters in connection with any person who has ceased to be a financial member, including withdrawal of membership privileges pending the person's reinstatement as a financial member.

CONTACT DETAILS OF MEMBERS

- 36. (a) The Club will use the contact details provided by each full member to send notices and other correspondence to that member.
- (b) Each full member must notify the Club in writing of any change in his or her contact details (for example, a change of name or address) as soon as practicable after the change.
- (c) The Club will not be liable for a full member's non-receipt of any notice or other correspondence if that member has not complied with paragraph (b).

REGISTERS OF MEMBERS AND GUESTS

37. The Club will keep the following registers pursuant to the Registered Clubs Act:
- (a) a register of persons who are full members of the Club, which sets out the name in full, the occupation and address of each full member and, if the member is an ordinary member, the date on which that member last paid the subscription for membership of the Club;
 - (b) a register of persons who are honorary members;
 - (c) a register of persons who are temporary members;
 - (d) a register of persons of or above 18 years of age who enter the Club's premises as guests of members.

DISCIPLINARY PROCEEDINGS

38. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
 - (ii) is guilty of any conduct which is prejudicial to the Club's interests; or
 - (iii) is guilty of any conduct which is unbecoming of a member or which renders the member unfit for membership.
- (b) The Board will comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club will give written notice to the member of any charge against that member under this rule at least seven days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (ii) The member is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting the member is entitled to call witnesses in his or her defence.
 - (iv) The Board may decide the manner of voting by the Directors present at the meeting. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and on the evidence before it make a decision as to the member's guilt and, if the member is found guilty, a separate decision as to penalty. However the Board will have regard to any written representations made to it by the member charged.

- (vi) After the Board has considered all the evidence put against the member it will come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board will, if the member has attended the meeting and been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting he or she will be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (c) If a notice of charge is issued under paragraph (b)(i) either the Board or the Secretary may by giving written notice (which may form part of the notice of charge) to the member suspend that member from any or all privileges of membership until the charge is heard and determined.
- (d) The Board may appoint a disciplinary committee consisting of at least three Directors to exercise the Board's powers in relation to disciplinary proceedings. A quorum for a meeting of the disciplinary committee is three Directors.
39. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ('senior employee'), has the power to suspend the membership of and remove from the Club's premises any person:
- (i) who is at the time intoxicated, violent, quarrelsome or disorderly; or
 - (ii) whose presence on the premises renders the Club liable to a penalty under the Liquor Act; or
 - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the premises that is a smoke-free area within the meaning of that Act; or
 - (iv) who uses, or has in his or her possession, while on the premises any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club, under the conditions of its licence or a term of a local liquor accord (as defined in section 131 of the Liquor Act), is authorised or required to refuse access to the premises; or
 - (vi) who in the Secretary's or senior employee's opinion has engaged in conduct which may be prejudicial to the Club's interests or which may be unbecoming of a member or which may render the member unfit for membership.
- (b) The Secretary or senior employee who has exercised the power referred to in paragraph (a) will make a written report to the Board within seven days of the date of the suspension and removal of the member. The report will set out the facts, matters and circumstances giving rise to the suspension and removal.
- (c) Any suspension of a member by the Secretary or senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to rule 38 or for six weeks, whichever is the earlier.

- (d) This rule does not affect any provision of the Liquor Act or Registered Clubs Act regarding refusal of admittance or removal of any person from the Club's premises.

RESIGNATION AND CESSATION OF MEMBERSHIP

40. (a) A full member may at any time by giving notice in writing to the Club resign from membership of the Club. The member's resignation will take effect from the date on which it is received by the Club.
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, not paying the subscription or for any other reason) will upon and by reason of such cessation of membership forfeit all rights as a member of the Club. However the person will remain liable for any unpaid subscription or other money due to the Club by that person at the date of cessation of membership or for which that person is or may become liable under this Constitution.

THE BOARD

41. (a) On and from the conclusion of the 2017 Annual General Meeting the Board will consist of seven Directors in the positions of Chairman, Vice-Chairman and five Ordinary Directors. Until the conclusion of the 2017 Annual General Meeting the Board will consist of nine Directors in the positions of Chairman, Senior Vice-Chairman, Vice-Chairman, Treasurer and five Ordinary Directors.
- (b) A person must not hold more than one position on the Board at any time.
- (c) Bowls Members, Tennis Members and Joint Bowls/Tennis Members will fill all positions on the Board except Social Members may fill up to two positions of Ordinary Director. To be elected to the Board a Social Member must poll sufficient votes to qualify him or her in competition with the other candidates for these positions.
42. In addition to the requirements of the Act, Registered Clubs Act and other provisions of this Constitution a member will only be eligible to be nominated for or elected to the Board if he or she:
- (a) is a financial member;
- (b) is not currently under suspension;
- (c) has not been suspended for a period of three months or more within two years before the date of nomination or election;
- (d) has not within the past 10 years been convicted of an offence which is punishable by imprisonment; and
- (e) is not a former employee of the Club whose employment was terminated for misconduct.
43. (a) Subject to the law and this Constitution on and from the conclusion of the 2017 Annual General Meeting the Directors will hold office until their retirement at the conclusion of the second Annual General Meeting after that at which they were elected. Subject to the law and this Constitution the Directors elected at the 2016 Annual General Meeting under the Club's previous Constitution will hold office until their retirement at the conclusion of the 2017 Annual General Meeting.

- (b) An election of the Board is required if the Directors are due to retire from office at the conclusion of the next Annual General Meeting.
- (b) A Director who is due to retire from office will be eligible for re-election.

ELECTION OF THE BOARD

44. The election of the Board will be conducted in the following manner:
- (a) The Board will appoint a Returning Officer who will be responsible for the conduct of the election.
 - (b) A candidate for office is ineligible to be appointed as the Returning Officer.
 - (c) Nominations for election as a Director on the Board must be made in writing, signed by two financial members other than Junior Bowls Members or Junior Tennis Members, and by the nominee who must also signify his or her consent to the nomination.
 - (d) On and from the election of the Board in 2017, members will elect the required number of Directors on the Board and paragraph (l) will apply.
 - (e) Nominations will be open for not less than 14 days. The Board will determine the date and time for the close of nominations.
 - (f) The roll of members who will be eligible to vote at the election will close at the close of nominations.
 - (g) The Returning Officer will as soon as practicable after the close of nominations cause notification of the nominations to be posted on the club noticeboard.
 - (h) If at the close of nominations the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
 - (i) If at the close of nominations no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the remaining vacancies. If more than one candidate is nominated for the remaining vacancies, an election to fill those vacancies will be conducted in accordance with procedures prescribed by the Board.
 - (j) If at the close of nominations the number of candidates duly nominated for election as a Director on the Board exceeds the number required to be elected, a ballot will be conducted in accordance with the following sub-paragraphs:
 - (i) The Board will determine when the ballot takes place, which could be prior to or at the Annual General Meeting.
 - (ii) In the case of a ballot that is to take place prior to the Annual General Meeting the Board will determine the days and times of voting.

- (iii) In the case of a ballot that is to take place prior to the Annual General Meeting the Returning Officer will ensure members may vote in the ballot at the Club's premises and in accordance with any additional voting methods (for example, electronic or postal) that the Board may approve.
 - (iv) If two or more candidates receive the same number of votes in the ballot, the Returning Officer will conduct a draw to determine the candidate who is to be elected.
 - (v) The result of the ballot will be declared at the Annual General Meeting.
- (k) The Board has the power to make By-laws regulating all matters in connection with an election of the Board.
- (l) The Board will elect Directors to fill the positions on the Board in accordance with the following sub-paragraphs:
- (i) A meeting of the Board will be held immediately after the conclusion of the Annual General Meeting at which the Board has been elected, with the only item of business being to fill the positions on the Board. If the meeting cannot be held immediately after the conclusion of the Annual General Meeting due to the lack of a quorum for a meeting of the Board, the Secretary will call the meeting of the Board to be held as soon as practicable thereafter.
 - (ii) The Directors in attendance will elect one of their number to act as chairman of the meeting.
 - (iii) A Director must be in attendance at the meeting to nominate for a position.
 - (iv) The Directors will fill each position in the order of positions as they appear in rule 41(a). If there are no nominations for a position the chairman of the meeting will conduct a draw to determine who will fill that position. The positions of Ordinary Director will be automatically filled by the Directors who have not filled the other positions.
 - (v) The Directors will determine the method of voting if voting for a position is required. The method of voting will be by secret ballot if any Director requests it.
 - (vi) If two or more nominees receive the same number of votes for a position, the chairman of the meeting will conduct a draw to determine the nominee who is to fill that position.
 - (vii) Subject to sub-paragraphs (viii) and (ix) the Directors will hold their positions until the next Annual General Meeting at which an election of the Board is required.
 - (viii) A position holder may resign from his or her position without resigning as a Director. In this event the other Directors may elect one of their number to fill that position until the next Annual General Meeting at which an election of the Board is required.
 - (ix) A person who ceases to hold office as a Director will automatically cease to hold his or her position. In this event the other Directors may elect one of their number to fill that position until the next Annual General Meeting at which an election of the Board is required.

POWERS OF THE BOARD

45. The Board is responsible for the management of the Club's business and affairs and the custody and control of the Club's funds and property.
46. The Board may exercise its powers and do all such acts and things as the Club is by law or this Constitution authorised to exercise and do and which are not by law or this Constitution required to be exercised or done by the Club in General Meeting. In particular, but without limiting its general powers the Board has the power:
- (a) to appoint any delegate or delegates to represent the Club for any purpose with such powers as the Board thinks fit;
 - (b) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the Club's affairs and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award;
 - (c) to determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques and other documents or instruments;
 - (d) to appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of the Secretary and to specify and define his or her duties;
 - (e) to engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise;
 - (f) to fix the maximum number of persons who may be admitted to each class of membership of the Club;
 - (g) to set the entrance fees, subscriptions, levies, charges and other amounts payable by members of the Club and for each class of membership;
 - (h) to impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises;
 - (i) to recommend the amount of honorarium payable to any Director or to any other member in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay that honorarium;
 - (j) to repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

47. The Board has the power to make, amend and rescind By-laws (to be consistent with this Constitution), which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Club's members. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) those matters as the Board is specifically empowered by this Constitution to regulate by By-law;
 - (b) the general management and control of the Club's trading activities;
 - (c) the management and control of the Club's premises;
 - (d) the management and control of activities and dress on the Club's premises;
 - (e) the upkeep and control of the Club's property;
 - (f) the management and control of all competitions;
 - (g) the conduct of members and guests of members;
 - (h) the playing, social and other privileges to be enjoyed by members (including classes of members);
 - (i) the relationship between members and the Club's employees;
 - (j) the management and control of the Club's committees and subsidiary clubs and their conduct and activities; and
 - (k) generally all those matters as are commonly the subject matter of club constitutions or by-laws, or which are not reserved under any law or this Constitution for decision by the members of the Club in General Meeting.
48. The Board has the power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
49. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club when it is first posted on the club noticeboard.

COMMITTEES

50. (a) The Board has the power to form, reconstitute and dissolve committees consisting of those persons as the Board thinks fit.
- (b) Subject to the Registered Clubs Act the Board may delegate any of its powers (other than this power of delegation) to a committee and revoke that delegation.
- (c) A committee must conform to any regulation or restriction the Board may impose.
- (d) The Chairman or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees.

- (e) A committee may meet and adjourn as it thinks proper. Meetings and proceedings of a committee consisting of two or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless the Board prescribes otherwise.

SUBSIDIARY CLUBS

51. (a) The Board has the power to form, reconstitute and dissolve subsidiary clubs in respect of the conduct, management and control of any or all games or activities in which the Club is engaged or interested.
- (b) The Board may permit a subsidiary club to adopt a name distinctive of that subsidiary club and to become affiliated with the body controlling the game or activity on those terms and conditions (to be consistent with the Registered Clubs Act and this Constitution) as that controlling body may require and to pay fees on the Club's behalf to any controlling body or as required by that body.
- (c) A person is ineligible to be a member of a subsidiary club unless he or she is a financial member of the Club. In addition the Board may define and limit the persons eligible for membership of a subsidiary club.
- (d) The Board may empower a subsidiary club to open and operate an account in the name of the subsidiary club with a financial institution approved by the Board. However the persons eligible to operate that account must be approved by the Board, which may as it thinks fit remove and replace those persons or any of them.
- (e) Subject to the Board's general control and supervision a subsidiary club may manage its own affairs but must make regular reports to the Board (or otherwise as the Board may require). On the Secretary's request a subsidiary club must produce its minutes and records at the Club's office for inspection by or on the Board's behalf.
- (f) A general meeting of a subsidiary club may amend the constitution or by-laws of the subsidiary club. However any amendment approved by a general meeting of the subsidiary club will not have effect unless and until the Board passes a resolution to approve the amendment.
- (g) If a subsidiary club has taken disciplinary action against any of its members the subsidiary club must promptly make a written report to the Board with details of the action, the reasons for that action and any recommendation as to further action the Board may take.

PROCEEDINGS OF THE BOARD

52. The Board may meet whenever it deems it necessary but must meet at least once in each month. The Board may adjourn and otherwise regulate its meetings as it thinks fit. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a minute book provided for that purpose.
53. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing consent. A Director may withdraw his or her consent within a reasonable period before the meeting.
54. The Chairman is entitled to preside as the chairman at any meeting of the Board. If the Chairman is not present or being present is unwilling or unable to act, the Directors present may elect their own chairman.

55. The quorum for a meeting of the Board is a majority of the Directors who currently hold office.
56. The Chairman may call a meeting of the Board at any time. The Secretary must call a meeting of the Board upon the request of not less than three Directors.
57. Subject to this Constitution, questions arising at any meeting of the Board will be decided by a majority of votes. In the event of an equality of votes the chairman of the meeting will be entitled to a casting vote irrespective of whether he or she has already voted.
58. All acts done at a meeting of the Board or of a committee of the Board or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any Director or that any Director was disqualified or had vacated office.
59. The Board may pass a resolution without a meeting of the Board being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

DIRECTOR'S DECLARATION OF INTEREST

60. (a) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare the nature of the interest at a meeting of the Board as soon as practicable after the relevant facts have come to his or her knowledge. A Director's material personal interest includes but is not limited to an interest in a contract or proposed contract that involves the Club.
- (b) A Director's declaration under paragraph (a) must include details regarding the nature and extent of the Director's material personal interest and its relation to the affairs of the Club.
- (c) A Director's declaration under paragraph (a) must be:
- (i) recorded in the minutes of that meeting of the Board; and
 - (ii) recorded in the register of disclosures, declarations and returns kept under the Registered Clubs Act; and
 - (iii) exhibited in accordance with the Registered Clubs Act.
- (d) Without limiting the application of the Act or Registered Clubs Act, a Director need not make a declaration under paragraph (a) if the material personal interest:
- (i) is an interest that the Director has as a member of the Club and is held in common with the other members of the Club; or
 - (ii) relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).

- (e) A Director who has declared a material personal interest in a matter that is being considered at a meeting of the Board must not:
 - (i) be present while the matter (or a resolution under paragraph (f)(i) regarding the matter) is being considered at the meeting; or
 - (ii) vote on the matter (or on a resolution under paragraph (f)(i) regarding the matter).
- (f) Paragraph (e) does not apply if:
 - (i) the other Directors (who do not have a material personal interest in the matter) have passed a resolution that identifies the Director, the nature and extent of the Director's material personal interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

REMOVAL OF DIRECTOR

61. Subject to compliance with the Act the members in General Meeting may by ordinary resolution of which at least two months notice to the Club has been given, remove any Director before the expiration of his or her term of office and may by ordinary resolution appoint another member in his or her place. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.

VACANCIES IN THE BOARD

62. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
- (a) dies;
 - (b) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under sections 206F or 206G of the Act;
 - (c) fails to declare a material personal interest in accordance with the Act or Registered Clubs Act;
 - (d) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) is absent from meetings of the Board for a continuous period of three months without leave of absence from the Board;
 - (f) by notice in writing given to the Secretary, resigns from office;
 - (g) becomes prohibited from being a Director by reason of any order made under the Registered Clubs Act;
 - (h) becomes an employee of the Club;

- (i) ceases to hold a qualification by which that person was appointed to or elected to office;
 - (j) ceases to be a financial member; or
 - (k) ceases to be a full member.
63. The Board has the power at any time to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting at which an election of the Board is required.
64. On and from the conclusion of the 2017 Annual General Meeting the continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below four Directors, the continuing Director or Directors must not act for any purpose except to increase the number of Directors to four Directors or call a General Meeting. Until the conclusion of the 2017 Annual General Meeting the continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below five Directors, the continuing Director or Directors must not act for any purpose except to increase the number of Directors to five Directors or call a General Meeting.

GENERAL MEETINGS

65. A general meeting known as the Annual General Meeting will be held at least once in every calendar year at such date, time and place as the Board may determine, but within five months of the end of the Club's financial year. All general meetings other than Annual General Meetings will be known as General Meetings.
66. (a) The Board may whenever it thinks fit call a General Meeting.
- (b) At least 5% of the members of the Club who have a right to vote at the requested General Meeting, may request the Board to call a General Meeting in which case the Act and the following sub-paragraphs will apply:
- (i) the request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and be deposited at the Club's registered office;
 - (ii) separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
 - (iii) if the Board does not within 21 days from the date of deposit of the request duly proceed to call the meeting to be held not later than two months after the deposit, members with more than 50% of the votes of all the members who made the request may themselves call and arrange to hold the meeting;
 - (iv) any meeting called by the members must be called in the same manner or as nearly as possible as that in which meetings are called by the Board, and must be held not later than three months from the date of deposit of the request.
67. (a) Subject to the Act, the Club must give each member who is entitled to attend and to vote at a General Meeting at least 21 days written notice specifying the date, time and place for the meeting. The Club's Auditor must also receive notice of the meeting.

- (b) A notice of a General Meeting will specify the general nature of the meeting's business and, if applicable, will set out an intention to propose a special resolution and state that special resolution.
- (c) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any member, unless the Court, on the application of the member concerned or any other person entitled to attend the meeting or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

QUORUM FOR GENERAL MEETINGS

68. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting which is called on the request of members, 20 members of the Club who are present and entitled to vote; and
 - (b) for a General Meeting which is not called on the request of members and for an Annual General Meeting, 10 members of the Club who are present and entitled to vote.
69. (a) If the required quorum under rule 68 is not present within 30 minutes from the time appointed for any General Meeting, the meeting:
- (i) if called on the request of members will be dissolved; or
 - (ii) in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time and place which the Board specifies.
- (b) If the required quorum under rule 68 is not present at the resumption of a general meeting adjourned under paragraph (a)(ii), the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

PROCEEDINGS AT GENERAL MEETINGS

70. The business of any Annual General Meeting may include:
- (a) receipt and consideration of the reports prescribed by section 317 of the Act;
 - (b) election (if required) of the Board;
 - (c) appointment (if required) of the Auditor;
 - (d) any business of which due notice has been given; and
 - (e) any business approved by the meeting.
71. The Chairman is entitled to preside as the chairman at any General Meeting. If the Chairman is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, the Directors present will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, the members present will elect one of their number to preside as the chairman.

72. At a General Meeting a poll on any resolution may be demanded by the chairman of the meeting or by not less than five members who are entitled to vote on that resolution. In the event of an equality of votes the chairman of the meeting will be entitled to a casting vote irrespective of whether he or she has already voted.
73. At a General Meeting (unless a poll on a resolution is demanded) a declaration by the chairman of the meeting that a resolution has been passed or passed by a particular majority or lost or not passed by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
74. (a) If a poll on a resolution is demanded at a General Meeting, the chairman of the meeting will direct the manner in which the poll is taken and whether the poll is taken immediately or after an interval or adjournment. A poll demanded on the election of the chairman or on a question of adjournment must be taken immediately. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the chairman of the meeting will determine the dispute, and that determination made in good faith will be final and conclusive.
75. (a) The chairman of a General Meeting at which a quorum is present may with the consent of the meeting (and must if directed by the meeting), adjourn the meeting from time to time and from place to place.
- (b) No business will be transacted at any resumed meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at any resumed meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- (d) When a meeting is adjourned, new notice of the resumed meeting is required only if the meeting is adjourned for one month or more.
76. Minutes of all resolutions and proceedings at a General Meeting must be entered within one month of the meeting in a book provided for that purpose. The minutes must be signed by the chairman of the meeting to which it relates or by the chairman of the next meeting, and if purporting to be so signed is evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

77. The Board will cause written financial records to be kept with respect to the Club's financial affairs in accordance with the Act and Registered Clubs Act.
78. The financial records will be kept at the Club's registered office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under any law to inspect those records.
79. The Club will comply with any requirements of the Act and Registered Clubs Act in relation to end of financial year reporting to members.

80. The Club's financial year will commence on 1 July and end on 30 June in the next year, or subject to the Act will be for any other period that the Board may determine.
81. The Club will appoint an Auditor in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and Registered Clubs Act.

SECRETARY

82. The Board will appoint a Secretary on such terms and conditions as the Board may determine. The Secretary will perform all the functions and duties that the law and this Constitution require to be performed or undertaken by the Secretary of the Club.

EXECUTION OF DOCUMENTS

83. The Club may have a common seal ('seal').
84. (a) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (i) two Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using a seal if that document is signed by:
- (i) two Directors; or
 - (ii) one Director and the Secretary.

NOTICES

85. The Club may give a notice to any member by one or more of the following means:
- (a) personally;
 - (b) sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution or any alternative address (if any) nominated by the member;
 - (c) sending the notice to the facsimile number or electronic address (if any) nominated by the member;
 - (d) sending the notice to the member by other electronic means (if any) nominated by the member;
 - (e) notifying the member in accordance with section 249J(3A) of the Act.
86. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:

- (i) in the case of a notice of General Meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends a notice to a facsimile number or electronic address, the notice is taken to have been given to the member on the day following that on which the notice was sent.
- (d) Where the Club sends a notice by other electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
- (e) Where the Club gives a notice under rule 85(e), the notice is taken to have been given on the day following that on which the member is notified that the notice is available.
87. If a member has an address outside Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted on the club noticeboard is deemed to be given to that member at the expiration of 24 hours after it is posted.

INDEMNITY OF OFFICERS

88. (a) 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 in relation to:
- (i) a liability owed to the Club or a related body corporate; or
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.
- (b) Every 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:
- (i) in defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under section 199A(2) of the Act; or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

- (c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except in relation to:
- (i) conduct involving a wilful breach of duty in relation to the Club; or
 - (ii) a contravention of sections 182 or 183 of the Act.

COPY OF CONSTITUTION

89. The Club will give a copy of this Constitution to any full member within seven days if that member asks the Club in writing for a copy and pays any fee (not exceeding the fee prescribed by the Act) that the Club may require.

LIMITS ON POLITICAL OR SECTARIAN ACTIVITIES

90. The Club will not be associated with party politics or sectarian institutions. Any full member of the Club who publicly participates in any political or sectarian activities must not act as if he or she represents the views of the Club or its members.

CLUB COLOURS

91. The Club colours will be blue and gold unless otherwise determined by the members in General Meeting.

WERRIS CREEK BOWLING AND TENNIS CLUB LIMITED

INDEX TO CONSTITUTION

Rule	
29-32	Applications for Ordinary Membership
47-49	By-Laws
91	Club Colours
36	Contact Details of Members
50	Committees
89	Copy of Constitution
2	Definitions
60	Director's Declaration of Interest
38-39	Disciplinary Proceedings
44	Election of the Board
19-23	Entitlements of Members
34-35	Entrance Fees, Subscriptions and Levies
83-84	Execution of Documents
77-81	Financial Records and Audit
65-67	General Meetings
27	Guests of Members
24	Honorary Members
88	Indemnity of Officers
3-5	Interpretation
18	Life Members
90	Limits on Political or Sectarian Activities
11-14	Membership
1	Name
85-87	Notices
6-7	Objects
15-17	Ordinary Members
28	Patrons
45-46	Powers of the Board
70-76	Proceedings at General Meetings
52-59	Proceedings of the Board
26	Provisional Members
68-69	Quorum for General Meetings
37	Registers of Members and Guests
61	Removal of Director
40	Resignation and Cessation of Membership
82	Secretary
51	Subsidiary Clubs
25	Temporary Members
41-43	The Board
33	Transfer Between Classes of Membership
62-64	Vacancies in the Board
8-10	Winding Up