

Notice of General Meeting

Notice is hereby given that a **General Meeting of Milton Ulladulla Ex-Servos Club Limited ABN 90 000 858 364** will be held at **11.30 am on Saturday, 16 December 2017 at Ulladulla Civic Centre, 81B Princes Hwy, Ulladulla NSW 2539.**

BUSINESS

The business of the General meeting will be as follows:

Amalgamation

1. General discussion regarding the proposed amalgamation of Milton Ulladulla Ex-Servos Club Limited ABN 90 000 (“the Ex Servos Club”) 858 364 and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”);
2. Members to consider and, if thought fit, pass Resolution 1 (set out below) approving in principle and giving effect to amalgamation of the Ex Servos Club and the Bowling Club;
3. Subject to Resolution 1 being approved, Members to consider and, if thought fit, pass Resolution 2 (set out below) as a special resolution to amend the Constitution of Ex Servos Club to provide for the amalgamation and to give effect to the obligations of the Ex Servos Club under, or related to, the amalgamation Memorandum of Understanding entered into by the Ex Servos Club and the Bowling Club;

Other Business

4. Members to consider and, if thought fit, pass Resolution 3 (set out below) as a special resolution to amend the Constitution of the Ex Servos Club to allow the Board to delegate disciplinary procedures relating to members to the Secretary and ensure appropriate powers are in place for any persons, including members, who engage in prejudicial or unbecoming behaviour to be able to be turned out of the premises of the Club; and,
5. Members to consider and, if thought fit, pass Resolution 4 (set out below) as a special resolution to amend the Constitution of the Ex Servos Club to allow for cost effective issuing of Notices of General Meetings, the amending of the objects to ensure the Board has the required flexibility and authority to operate and invest for the benefit of the Club and to do everything to allow it to achieve the objects of the Club and exercise the powers of the Club.

RESOLUTION 1 – ORDINARY RESOLUTION

To consider, and if thought fit, to pass the following ordinary resolution:

“That the members hereby approve:

1. In principle, the amalgamation of the Ex Servos Club and the Bowling Club, such amalgamation to be affected by:
 - a. the continuation of the Ex Servos Club; and
 - b. the transfer of the club licence of the Bowling Club to the Ex Servos Club.

2. The making of an application under section 60 of the Liquor Act to the Independent Liquor and Gaming Authority for the transfer of the club licence of the Bowling Club to the Ex Servos Club for the purposes of such amalgamation.”

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 1

1. At the General Meeting the members will be asked to consider Resolution 1 in relation to:
 - a. the proposed amalgamation of the Ex Servos Club and the Bowling Club;
 - b. the transfer of the club licence of the Bowling Club to the Ex Servos Club; and
 - c. the making of an application to the Independent Liquor and Gaming Authority for the purpose of approving the amalgamation.
2. Amalgamation between two registered clubs, such as is proposed, is governed by the provision of the Registered Clubs Act 1976 (“the Registered Clubs Act”).
3. One of the requirements of the Registered Clubs Act is that the two clubs have entered into a legally binding Memorandum of Understanding which covers various matters reciprocally required by the Registered Clubs Act to be addressed and agreed between the clubs. The Memorandum of Understanding can also deal with additional matters.
4. The Ex Servos Club and the Bowling Club have entered into a Memorandum of Understanding dated 3 October 2017 and a copy of that document is on display at both the Ex Servos Club and the Bowling Club premises as well as being available on the websites of both the Ex Servos Club and the Bowling Club. A hard copy of the Memorandum of Understanding may be obtained on request from reception of either the Ex Servos Club or the Bowling Club.
5. Members are encouraged to carefully read the terms of the Memorandum of Understanding. If they have any questions or wish to seek clarification in relation to any matter relating to the amalgamation or what is contained within the Memorandum of Understanding, they should direct their enquiries to the Secretary Manager of the Ex Servos Club.
6. The amalgamation between the Ex Servos Club and the Bowling Club can only proceed if the members of both clubs approve the amalgamation. The members of the Ex Servos Club give their approval to the amalgamation by passing Resolution 1 to approve the amalgamation in principle.
7. What follows in these notes is a summary of some of the principal features of the Memorandum of Understanding that has been entered into and will need to be complied with by the Ex Servos Club as well as the steps that need to be followed to give effect to the amalgamation process and to form the amalgamated club (“the Amalgamated Club”).

Dissolution of the Bowling Club and creation of Milton Ulladulla Ex Servos and Bowling Club.

8. The Ex Servos Club company name upon amalgamation will be changed to Milton Ulladulla Ex Servos and Bowling Club Limited. The two (2) Amalgamated Club premises will keep their existing identities and trade under registered business names. The amalgamation will be affected by the continuation of the Ex Servos Club and the dissolution of the Bowling Club.

Bowling Club Premises, Facilities and Management.

9. The Bowling Club premises and facilities will become additional premises of the Amalgamated Club. On completion of the amalgamation ownership of the title to the Bowling Club premises will be transferred to the Amalgamated Club.

10. The Ex Servos Clubs Secretary Manager will be the Secretary Manager of the Amalgamated Club. The current Secretary Manager of the Bowling Club will continue as the approved manager for the Bowling Club Premises and will report to the Secretary Manager of the Amalgamated Club.
11. The Amalgamated Club will form a Men's Bowling Sub-Club and also a Woman's Bowling Sub-Club which will be permanent Sub-Clubs of the Amalgamated Club.
12. The Board of the Amalgamated Club will create a Bowling Administration Committee in respect of the Bowling Club Premises. This Bowling Administration Committee will be made up of three (3) nominees from the Men's Bowling Sub - Club, three (3) nominees of the Women's Bowling Sub-Club, the approved manager of the Bowling Club Premises and one nominee of the Amalgamated Club Board who will chair the Bowling Administration Committee. This committee will report to the Board of the Amalgamated Club.

Continuation of Bowling Club traditions, amenities and community support.

13. The traditions, amenities, culture and memorabilia of the Bowling Club will be maintained by the Amalgamated Club at the Bowling Club Premises.
14. The Amalgamated Club will continue to support the community to the same extent provided by the Bowling Club and will explore opportunities to enhance community support.

Intentions regarding the future direction of the Amalgamated Club.

15. The future direction of the Amalgamated Club will be subject to the overall strategic plan of the Amalgamated Club and its finances. However, the Amalgamated Club will, subject to the terms of the Memorandum of Understanding:
 - a. carry on the business of the license registered club at the Bowling Club premises with all the facilities and amenities of a registered club; and
 - b. maintain the bowling greens and bowling activities at the Bowling Club Premises; and
 - c. undertake any necessary upgrades and renovations of the Bowling Club Premises and facilities as determined by the Amalgamated Club in its absolute discretion.

The extent to which the employees of the Amalgamated Club will be protected

16. The current Secretary Manager of the Bowling Club will be employed by the Amalgamated Club on and from the date of completion of the amalgamation on the same terms conditions as he is currently employed by the Bowling Club.
17. The Amalgamated Club will offer similar employment to all other Bowling Club's employees. The employment will be on the same terms and conditions presently offered by the Ex Servos Club to employees of the Ex Servos Club.
18. Any employee of the Bowling Club who accepts the offer of employment with the Amalgamated Club will receive continuity of employment and entitlements will be honoured by the Amalgamated Club.

Intentions regarding the Core Property, any Cash or Investments, any Gaming Machine Entitlements of the Bowling Club

19. The Amalgamated Club intends that the Bowling Club premises will be core property of the Amalgamated Club.

20. Any cash and investments of the Bowling Club will be transferred to the Amalgamated Club on completion of the amalgamation other than funds sufficient to pay for voluntary winding up of the Bowling Club.
21. The Bowling Club has 64 gaming machine entitlements. The intention is that the Amalgamated Club will keep in place the 64 gaming machine entitlements at the Bowling Club Premises.

Circumstances that would permit the Amalgamated Club to cease trading on the premises of the Bowling Club or to substantially change the objects of the Bowling Club

22. The intention is that the Amalgamated Club will continue to trade as set out in point 15 above.
23. However, as required by the Registered Clubs Act it has been agreed that the Amalgamated Club would either cease trading from, change objectives of or will cease sporting activities at the Bowling Club Premises in the following circumstances:
- a. Upon the order of any Court or body with jurisdiction to administer the laws in relation to liquor, gaming and registered clubs;
 - b. upon the lawful order of any government authority;
 - c. if the premises were destroyed or partially destroyed by fire, flood, storm et cetera, except where appropriate insurance cover is available to reinstate the premises or where it is otherwise economically viable to do so; or
 - d. if it is not financially viable for the Amalgamated Club (as defined in the Memorandum of Understanding) to continue to trade from, continue the objectives of or continue the sporting activities at the Bowling Club Premises (subject to the circumstances set out in point 24 below).
24. It has been agreed in the Memorandum of Understanding that the Amalgamated Club shall continue Bowling activities at the Bowling Club Premises for a period of at least five (5) years following completion of the amalgamation excepts in the circumstances set out 23(a), (b) and (c) above.

Admission of Bowling Club members to the Amalgamated Club

25. At the General Meeting of the Ex Servos Club to approve the amalgamation the members of the Ex Servos Club will be asked to vote on Resolution 2 and Resolution 3 (each a special resolution) to amend the Constitution of the Ex Servos Club to take effect from completion of the amalgamation.
26. If passed, Resolution 2 will allow all members of the Bowling Club to become members of the Amalgamated Club as easily as legally possible and for life members of the Bowling Club to become life members of the Amalgamated Club.
27. The Ex Servos Club will also create additional member categories of Junior Sporting Member and Social Bowling Member. Bowling Club members will be admitted as either a Life Member, Club Member, Social Bowling Member or Junior Sporting Member.
28. A Bowling Club member who is admitted to membership of the Amalgamated Club, or were at the time of amalgamation a member of both the Ex Servos Club and the Bowling Club, will be identified as "Milton Ulladulla Bowling Club Members".

Formation of a Joint Board

29. The Ex Servos Club and the Bowling Club have agreed that to assist in the smooth transition of the amalgamation that until the end of the third Annual General Meeting of the Amalgamated Club:

- a. The Board of the Amalgamated Club will be increased to nine (9) directors (with the appropriate resolution to be put to the members of the Ex Servos Club); and
 - b. Of the nine (9) Directors of the Amalgamated Club three (3) Directors will be current directors of the Bowling Club.
30. Following the period of time referred to in 29 above the Board of the Amalgamated Club will be reduced to seven (7) Directors.

Requirement for Resolution 1

31. Under the Registered Clubs Act, without limiting section 60 of the Liquor Act 2007, the Independent Liquor and Gaming Authority cannot approve of the transfer of the licence of a dissolved club (the Bowling Club) unless the Authority is satisfied that:
- a. the parent club (the Ex Servos Club) will meet the requirements set out in the Registered Clubs Act, and
 - b. the parent club (the Ex Servos Club) will be financially viable, and
 - c. the proposed amalgamation is in the interests of the members of each of the clubs that are amalgamating, and
 - d. the proposed amalgamation has been approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate (being in each case an approval supported by a majority of the votes cast at the meeting).
32. Resolution 1 proposed in this Notice of General Meeting is required for the purposes of the Registered Clubs Act and the amalgamation between the Ex Servos Club and the Bowling Club cannot proceed until the ordinary members of both clubs have approved the amalgamations of their clubs at separate general meetings.

Procedural Matters in Relation to the proposed Ordinary Resolution

33. The Registered Clubs Act requires the proposed amalgamation is to “be approved in principle at separate extraordinary general meetings of the ordinary members of each of the clubs proposing to amalgamate.” The term “ordinary members” essentially means all members in all classes of membership (excluding employees of the Ex Servos Club), other than Honorary members, Temporary members and Provisional members.
34. Accordingly, all members in all classes of membership (excluding employees of the Ex Servos Club), other than Honorary members, Temporary members and Provisional members are eligible to attend the extraordinary general meeting and vote on Resolution 1. This is despite any provision in the Constitution of the Ex Servos Club that restricts voting rights for certain classes of membership.
35. To be passed, Resolution 1 requires votes from a simple majority of eligible members (50% + 1) present and voting on the Ordinary Resolution at the meeting.
36. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 1. Members should also read in full the Memorandum of Understanding between the Ex Servos Club and the Bowling Club.
37. Please direct any question or concerns about Resolution 1 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
38. Proxy Votes are not allowed under the Registered Clubs Act nor the Constitution of the Ex Servos Club.

39. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 1.

RESOLUTION 2 – SPECIAL RESOLUTION

Subject to the approval of Resolution 1, to consider, and if thought fit, to pass the following special resolution:

“That, on and from the date that the Independent Liquor & Gaming Authority approves the amalgamation between the Ex Servos Club and the Bowling Club, the Constitution of the Ex Servos Club be amended by:

- (a) Replacing Rule 1.1 with the following wording to change the name of the Ex Servos Club “1.1. The name of the Company is "Milton Ulladulla Ex-Servos and Bowling Club Limited”.
- (b) Replacing in Rule 3.1(d) the words “Milton Ulladulla Ex-Servos Club Limited” with the words “Milton Ulladulla Ex-Servos and Bowling Club Limited”.
- (c) Amending Rule 4.1 by adding a new sub-clause (a1) as follows: “The promotion and carrying on of the game of bowls and other sports as determined by the Board from time to time”.
- (d) Adding a new Rule 8.2A as follows:

“8.2A The following properties will be core property of the Club for the purposes of section 41J of the Registered Clubs Act 1976 and will remain core property until a special resolution of the Club has resolved that such properties should be non-core property:

- a. Milton Ulladulla Club Premises located at 212-222 Princes Highway, Ulladulla NSW 2539; and
- b. Milton Ulladulla Bowling Club Premises located at 68 St Vincent Street, Ulladulla NSW 2539.”
- (e) Amending Rule 10.2 by adding to it the words “other than as a Junior Sporting member”.
- (f) Amending Rule 10.3(a) by deleting the word “and”.
- (g) Amending Rule 10.3 by the addition of a new subclause (c) as follows:
“(c) Social Bowling member; and.”
- (h) Amending Rule 10.3 by the addition of a new subclause (d) as follows:
“(d) Junior Sporting members”.
- (i) Inserting a new Rule 10.4 as follows:
“10.4 A person who:
 - a. is a financial full member of the Club, or, who makes application and is elected as a full member of the Club in accordance with the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”); and

- b. is a financial member (as defined in the Registered Clubs Act 1976) of the Bowling Club and whose name is entered in the register of members of the Bowling Club, on the date of transfer of the club licence of the Bowling Club to the Club by the Independent Liquor and Gaming Authority;

will:

- c. be given credit for any annual subscription paid in respect of their membership of the Bowling Club, up to the end of the current financial year of the Club in which the club licence of the Bowling Club was transferred to the Club
- (j) Amending Rule 10.8 (which will following amendments to the Constitution be Rule 10.9) by replacing the first two lines with the words “Except as expressly set out in this Constitution all Club members, except for Junior Sporting Members, are entitled to:”
- (k) Inserting a new Rule 10.20 as follows:

“10.20 Any person, who, at completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”) was a life member of the Bowling Club will, following admission as a member of the Club in accordance with Rule 15.14, will be transferred to the class of membership of Life Member and the requirements otherwise set out in Rules 10.10 – 10.19 will not apply.”

- (l) Inserting a new heading after Rule 10.20 as follows:

“SOCIAL BOWLING MEMBERS”

- (m) Inserting after the new heading added by (l) above a new Rule 10.21 as follows:

“10.21 A Social Bowling member shall be persons who have attained the age of eighteen (18) and who has elected to be a Social Bowling member and has paid the applicable annual subscription. A Social Bowling Member shall be entitled only to the Social Bowling privileges and advantages of the Club as may from time to time be approved by the Board.”

- (n) Inserting a new heading after Rule 10.21 as follows:

“JUNIOR SPORTING MEMBERS”

- (o) Inserting after the new heading added by (n) above a new Rule 10.22 as follows:

“10.22

Any person who has not attained the age of 18 years is eligible for election to Junior membership if that person has made an application for Junior membership in accordance with this Constitution and also fulfils the following requirements:

- a) the person must satisfy the Board that he or she has an interest in taking an active part in the Club's sporting activities on a regular basis;
- b) the Board must receive written consent from the person's parent or guardian to that person becoming a Junior Member and taking part in the Club's sporting activities; and
- c) the person must, in the opinion of the Board, be suitable to be elected to Junior membership.”

(p) Inserting a new Rule 15.14 as follows:

“15.14

- a. Rules 15.1, 15.2, 15.3, 15.4, 15.5, 15.6, 15.7, 15.10, 15.11, 15.12 and 15.13 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Amalgamation”) and this Rule 15.14 shall apply to the admission to membership of the Club of that person.
- b. A person shall be admitted as a member of the Club pursuant to the Amalgamation if:
 - i. the person is a full member (as defined in the Registered Clubs Act 1976) of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758);
 - ii. the Independent Liquor and Gaming Authority has approved the Amalgamation pursuant to the Registered Clubs Act 1976; and
 - iii. that person has agreed to be a member of the Club pursuant to the Amalgamation.
- c. The agreement referred to in paragraph (b)(iii) of this Rule 15.14 must be:
 - i. by way of acceptance of the invitation issued by the Club for that person to become a member of the Club; and
 - ii. with such acceptance to include that the person agrees in writing to be bound by this Constitution.
- d. As soon as practicable after approval of the Amalgamation the Club will forward to each person who is a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) an invitation to become a member of the Club.
- e. Any person being a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) and signs and returns the form provided by the Club in the invitation shall (subject to compliance with section 30(2)(a) and (b) of the Registered Clubs Act 1976) be entered in the register of members of the Club as a member and shall, from the date of entry in the register, be a member of the Club.
- f. The date that a person is entered into the register of members of the Club pursuant to paragraph (e) above of this Rule 15.14 shall not occur prior to the date of completion of the Amalgamation.
- g. A member who was admitted to membership of the Club pursuant to this Rule 15.14, or was at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), will be eligible to transfer to any class of membership for which they are eligible, but until transfer will be a Club Member and will have all the rights of a Club Member.
- h. All persons who become members of the Club pursuant to this Rule 15.14, or were at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), shall be identified as a “Milton Ulladulla Bowling Club Member” for the purposes of the Registered Clubs Act 1976 only.”

(q) Amending Rule 24.1 by replacing the word “The” at its beginning the words “Subject to Rule 24.1A, the”.

(r) Inserting a new Rule 24.1A as follows:

“To give effect to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):

- (a) the Board of Directors shall, following completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):
 - (i) for a period of three (3) years only, consist of a President, three (3) Vice Presidents, three (3) Ordinary Board Members and two (2) appointed Board Members (appointed pursuant to Rule 24.1A(a)(ii)) after which time the Board will revert to consisting of the positions set out in Rule 24.1 and the temporary additional Vice President Position will revert to being an Ordinary Director position;
 - (ii) as permitted by the Registered Clubs Regulation 2015, appoint two (2) additional Ordinary Board Members to the Board of Directors for a period of 3 years provided that:
 - (a) such persons to be appointed have consented to being appointed as Directors of the Club;
 - (b) such persons were immediately prior to the amalgamation Directors of the Board of the Bowling Club;
 - (c) such persons have been nominated for appointment to the Board of the Club by the Board of the Bowling Club; and
 - (d) such persons must be an ordinary member of the Club at the time of, and for the duration of, his or her appointment
 - (iii) appoint an Ordinary Board member will take up the new Vice President position, call for the resignation of a Vice President and appoint the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation to fill any arising Vice President casual vacancy (provided they are a member of the Club);
- (b) from the date of completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”) until the end of the third Annual General Meeting of the Club after that date (the “Period”):
 - (i) the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation will be the only member eligible for appointment to the Vice President casual vacancy referred to in 24.1A(a)(ii) above and for election to the same position when it comes up for election pursuant to Rule 24A Schedule 4 5(2);
 - (ii) only eligible members who have also not been Bowling Members, Permanent Bowling Members or Social Bowling Members (“Bowling Members”) of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation shall be able to be elected to:
 - 1. the position of President,
 - 2. two of the positions of Vice President; and
 - 3. three of the positions of Ordinary Director;
 - (iii) only eligible members, who were not Bowling Members of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation, shall be able to be elected or appointed to the Board unless:

1. the person was the Chairman of the Bowling Club at the time of completion of the amalgamation; or
 2. they are appointed pursuant to Rule 24.1A(a);
- (c) From the end of the Period only continuous membership of the Milton Ulladulla Bowling Club Cooperative Limited up until the date of amalgamation with the Club will be recognised as membership of the Club for the purposes of Rule 24.4(a)."
- (s) Adding to Rule 24.3 after the words "Subject to Rules" the words "24.1A,".
- (t) Adding to Rule 24.3(b) the words "; and".
- (u) Adding a new Rule 24.3(c) as follows: "(c) Social Bowls members".
- (v) Replacing in Rule 24.4 the word "Rule" with the words "Rules 24.1A and".
- (w) Amend Rule 26.3(a) to replace "Rule 26.17" with the words "Rule 26.18".
- (x) Amend Rule 26.11 to replace "Rule 26.17" with the words "Rule 26.18"..
- (y) Adding a new Rule 26.17 as follows: "26.17 The Club will at all times maintain a Men's Bowling sub club and a Women's Bowling sub club."
- (z) Amend Rule 26.18 which will now be 26.19 with the addition set out in (y) above to read "Rule 26.18".
- (aa) Amend Rule 26.19 which will now be 26.20 with the addition of (y) above to read "Rule 26.18".
- (bb) Adding to Rule 27.4 the following: "however whilst there are nine (9) directors on the Board during the period of three (3) years following completion of the amalgamation pursuant to the Deed of Amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club") the quorum for meetings of the Board shall be five (5) directors personally present."
- (cc) Adding to Rule 45.1 the words ", Social Bowling member" after the words "Life members".
- (dd) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure "A".

EXPLANATORY NOTES TO MEMBERS RESOLUTION 2

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Meeting.
2. Resolution 2, if passed will allow the Ex Servos Club to give effect to the terms of the Memorandum of Understanding signed between the Ex Servos Club and the Bowling Club relating to the amalgamation of the two Clubs and other matters required for the amalgamation including amendments to the Constitution to give effect to the following:

- a. The name of the Ex Servos Club will be changed to the "Milton Ulladulla Ex Servos and Bowling Club Limited" ("Amalgamated Club").
- b. The promotion and the carrying on of the game of bowls and other sports as determined by the Board will be added as an objective of the Amalgamated Club.
- c. The premises of the Ex Servos Club and the Bowling Club will be considered core property and a special resolution of the Amalgamated Club will be required for it to be non-core property for the purposes of the Registered Clubs Act.
- d. The membership categories of "Social Bowling member" and "Junior Sporting member" will be added as new membership categories of the Amalgamated Club to accommodate the activities and membership of the Bowling Club. Junior Sporting members will not be entitled to vote.
- e. Any life members of the Bowling Club will become life members of the Amalgamated Club upon completion of the amalgamation.
- f. The membership process will be specially altered to allow members of the Bowling Club to become members of the Amalgamated Club in the easiest way legally possible, that is, by invitation, which if accepted in writing, can then be acted on by the Board.
- g. Once the Independent Liquor & Gaming Authority has approved the amalgamation, an invitation will be sent to all members of the Bowling Club inviting them to become members of the Amalgamated Club, with effect from completion of the amalgamation.
- h. Members of the Bowling Club who accept the invitation in writing will then have their names and addresses displayed on the Amalgamated Club Notice Board in accordance with the Registered Clubs Act. Also, in accordance with the Registered Clubs Act an interval of at least 14 days shall elapse between the proposal of election of members of the Bowling Club, who have accepted the invitation, as an ordinary member of the Amalgamated Club and those persons election.
- i. Shortly before completion of the amalgamation, the Board of the Ex Servos Club will be able to meet and by resolution admit all of the members of the Bowling Club who have accepted the invitation and by that resolution, those members will be admitted as members of the Amalgamated Club but only with effect from the date of completion of the amalgamation.
- j. At the same meeting the Board of the Amalgamated Club also note for recording members of the Bowling Club who have elected to be categorised as Milton Ulladulla Bowling Club members as such but only with effect from the date of completion of the amalgamation.
- k. As set out in the Memorandum of Understanding the Ex Servos Club and the Bowling Club have, to assist the smooth transition of the amalgamation, agreed that from the date of completion of the amalgamation the Board of the Ex Servos Club will for a period of three (3) years be increased to nine (9) Directors and then at the end of that three (3) year period be reduced to seven (7) Directors.
- l. Following the amalgamation for a period of three (3) years three (3) of the nine (9) Amalgamated Club Board positions will be held by individuals who were Directors of the Bowling Club as at the date of completion of the amalgamation. The other six (6) Amalgamated Club Board positions will be held by continuing Ex Servos Club Directors.

- m. On and from the end of the third Annual General Meeting of the Amalgamated Club following the date of completion of the amalgamation:
 - i. all members of the Amalgamated Club shall, subject to the terms of the Amalgamated Clubs Constitution, be eligible to be elected to the Board of the Amalgamated Club;
 - ii. for the purposes of nominating for or been elected or appointed to the Board of the Amalgamated Club, membership of the Bowling Club will be recognised as membership of the Amalgamated Club.

Procedural Matters in relation to Resolution 2

1. To be passed, Resolution 2 requires votes of not less than 75% of those members present and voting on Resolution 2 at the meeting.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 2.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 2.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 2.
5. Please direct any question or concerns about Resolution 2 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 2.

RESOLUTION 3 – SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

“That the Constitution of the Club be amended as follows:

- (a) The addition to Rule 20.1 of the following:

“and the Board shall have the power by resolution to delegate such powers to the Secretary in which case:

- (a) the Board may impose any conditions it sees fit upon the exercise by the Secretary of such powers as delegated;
- (b) any reference to the Board in Rules 20.2 to 20.13 will as the context so requires be read as a reference to the Secretary; and
- (c) in relation to Rule 20.8 the Secretary will make his or her decision in his or her sole and absolute discretion.”.

- (b) The addition of a new sub-rule 21.1(h) as follows: “(h) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member or render the person unfit for membership.”

- (c) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure "A".

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 3

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Meeting.
2. Resolution 3 if passed will allow the Ex Servos Club to:
 - a. allow the Board to delegate member disciplinary matters to the Secretary so that the Board may focus its time on more strategic matters relating to Club operations and the provision of services to members; and
 - b. provide a broader express right under the Constitution for the Board to turn out any person or member for prejudicial or unbecoming behaviour.

Procedural Matters in relation to Resolution 3

1. To be passed, Resolution 3 requires votes of not less than 75% of those eligible members present and voting on Resolution 3.
2. Only Life members and Club members being eligible to do so, and who are present and financial, are eligible to vote on Resolution 3.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 3.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 3.
5. Please direct any question or concerns about Resolution 3 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 3.

RESOLUTION 4 – SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following special resolution:

“That the Constitution of the Club be amended as follows:

- (a) Deletion of Rule 33.5 and 33.7 and the replacement of Rule 33.5 with the following:

33.5 At least twenty one (21) days notice of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor by:

- a. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - b. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club website for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - c. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Facebook Page on a date which is not less than twenty one (21) days prior to the date of the meeting; and
 - d. posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) in the foyer of the Club for a period of not less than twenty one (21) days prior to the date of the meeting; and
 - e. emailing a copy of such notice of general meeting to members of the Club who have provided the Club with a valid email address on their latest membership application form, and to the email address of the auditor, on a date which is not less than twenty one (21) days prior to the date of the meeting.
- (b) The addition to Rule 4.1(e) of the following: “including without limitation by owning, holding or operating any type of business or investment as the Board may determine from time to time”.
- (c) The addition of a new sub-rule 4.1(bb) as follows: “To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.”
- (d) The deletion from Rule 41.1 of the words “if requested by a member”.
- (e) Make any other consequential amendments including updating Rule cross referencing as required to accommodate the above amendments and updating of headings including those set out in Annexure “A”.

EXPLANATORY NOTES TO MEMBERS ON RESOLUTION 4

1. A draft amended Constitution of the Ex Servos Club incorporating all the proposed amendments from Resolution 2, Resolution 3 and Resolution 4 (in mark-up) is at Annexure A of this Notice of Motion.
2. Resolution 4 if passed will allow the Ex Servos Club to:
 - a. notify members of any General Meeting (including an Annual General Meeting) by posting the Notice of General Meeting on the Club notice board, the Club website, the Club Facebook page, in the foyer of the Club and by emailing a copy to the auditor and members of the Club who in their last membership application or renewal form provided a valid email address ; and
 - b. ensure that its Board is clear that it is an object of the Ex Servos Club that the Ex Servos Club may carry on all types of trade or business for the benefit of the Club and not for individual profits without limitation; allowing for the Board to make business and investment decisions at all times in the best interest of the Club.

Procedural Matters in relation to Resolution 4

1. To be passed, Resolution 4 requires votes of not less than 75% of those eligible members present and voting on Resolution 4.
2. Only Life members and Club members being eligible to do so, and who are present, are eligible to vote on Resolution 4.
3. Employees of the Ex Servos Club are not eligible to vote on Resolution 4.
4. Members should read the Explanatory Notes to Members set out above which explains the general nature and effect of Resolution 4.
5. Please direct any question or concerns about Resolution 4 in writing to Ex Servos Club Secretary Manager, if possible, before the General Meeting.
6. Proxy Votes are not allowed under the Registered Clubs Act or the Constitution of the Ex Servos Club.
7. The Board of Directors of the Ex Servos Club recommends that members vote in favour of Resolution 4.

By order of the board
Darryl Bozicevic
Secretary Manager

Annexure A – draft amended Constitution

I hereby certify that this and the following 47 pages is a true and correct copy of the Constitution of Milton Ulladulla Ex-Servos Club Ltd.

Dated:

Darryl Bozicevic
Secretary

**CONSTITUTION
OF
MILTON ULLADULLA
EX-SERVOS CLUB LIMITED
ABN 90 000 858 364**

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

1. Adopted: 8 October, 2006
2. Amended: 25 November, 2007
3. Amended: 19 October, 2008
4. Amended: 8 November, 2009
5. Amended: 4 November 2010
6. Amended: 6 November 2011
- ~~6-7.~~ Amended: 2018

PIGOTT STINSON RATNER THOM
LEVEL 3, 10 BARRACK STREET, SYDNEY NSW 2000 AUSTRALIA
POSTAL ADDRESS: GPO BOX 3380 SYDNEY NSW 2001 DX 125 SYDNEY
TELEPHONE: +61 2 8251 7777 FACSIMILE: +61 2 9262 4288 EMAIL: partners@pigott.com.au

Field Code

COPY

FIGOTT STINSON LAWYERS
GPO BOX 3330
SYDNEY NSW 2001



Certificate of Registration on Change of Name



This is to certify that

**THE MILTON ULLADULLA EX-SERVICEMENS &
CITIZENS CLUB LIMITED**

Australian Company Number 000 858 364

did on the seventeenth day of December 2007 change its name to

MILTON ULLADULLA EX-SERVOS CLUB LIMITED

Australian Company Number 000 858 364

The company is a public company.

The company is limited by guarantee.

The company is taken to be registered under the Corporations
Act 2001 in New South Wales and the date
of commencement of registration is the nineteenth day of August, 1971.

Issued by the
Australian Securities and Investments Commission
on this seventeenth day of December, 2007.

Andrew Michael D'Aleisio
Chairman

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INDEX**PAGE NO.**

ACCOUNTS AND REPORTING TO MEMBERS	45
ADDRESSES OF MEMBERS	19
AMENDMENTS TO CONSTITUTION	48
APPLICATION OF PROPERTY ON DISSOLUTION	9
AUDITORS	46
BOARD OF DIRECTORS.....	25
CLUB COMPETITIONS.....	48
CONTRACTS WITH DIRECTORS	36
CONTRACTS WITH SECRETARY	37
DECLARATIONS OF INTERESTS BY DIRECTORS	35
DEFINITIONS	4
DISCIPLINARY PROCEEDINGS.....	19
ELECTION OF BOARD	28
ELECTION OF MEMBERS.....	16
EXECUTION OF DOCUMENTS	47
FINANCIAL YEAR.....	46
GENERAL MEETINGS	39
GUESTS	24
HONORARY MEMBERS.....	14
INDEMNITY TO OFFICERS	48
INTERPRETATION.....	48
JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES	17
LIMITED LIABILITY	8
LIQUOR & GAMING	10
MEMBERS GUARANTEE.....	8
MEMBERS' RESOLUTIONS AND STATEMENTS.....	43
MEMBERSHIP.....	11
MINUTES	45
NAME OF COMPANY	4
NOTICES	47
OBJECTS	6
PATRONS.....	18
POWERS OF THE BOARD.....	30
PRELIMINARY.....	4
PROCEEDINGS OF THE BOARD.....	35
PROPERTY AND INCOME OF THE CLUB.....	9
PROVISIONAL MEMBERS.....	13
REGISTERS OF MEMBERS AND GUESTS	18
REMOVAL FROM OFFICE OF DIRECTORS	37
REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB	22
RESIGNATION AND CESSATION OF MEMBERSHIP	23
SECRETARY.....	47
TEMPORARY MEMBERS.....	15
TRANSFER BETWEEN CLASSES OF MEMBERSHIP	13
VACANCIES ON BOARD	38

Constitution

1. NAME OF COMPANY ~~{XE "NAME OF COMPANY" }~~

- 1.1 ~~The name of the Company is Milton Ulladulla Ex-Servos and Bowling Club Limited~~
~~The name of the Company is Milton Ulladulla Ex-Servos Club Limited.~~

2. PRELIMINARY ~~{XE "PRELIMINARY" }~~

- 2.1 The Company shall be a non-proprietary company.
- 2.2 The Company is established for the purposes set out in this Constitution.
- 2.3 Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in this Constitution.
- 2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.
- 2.5 The Registered Office of the Club will be situated at 212 – 222 Princes Highway, Ulladulla, New South Wales or such other place as the Board may from time to time determine.

3. DEFINITIONS ~~{XE "DEFINITIONS" }~~

- 3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:
- (a) **“The Act”** means the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.
 - (b) **“The Board”** means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.
 - (c) **“By-Laws”** shall mean the By-laws made in accordance with this Constitution.
 - (d) **“The Club”** means Milton Ulladulla Ex-Servos and Bowling Club Limited
~~Milton Ulladulla Ex-Servos Club Limited~~ ABN 90 000 858 364.
 - (e) **“Club Notice Board”** means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.
 - (f) **“Constitution”** means this Constitution.
 - (g) **“Executive”** means the President and the Vice Presidents.
 - (h) **“Full member”** means any person who is in one of the categories of membership referred to in Rule 10.3.

- (i) **“General Meeting”** means any Annual General Meeting or any General Meeting and any adjournment thereof.
- (j) **“Gaming Machines Act”** means the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- (k) **“The Liquor Act”** means the Liquor Act 2007. When any provision of the Liquor Act is referred to the reference is that provision as modified by any law for the time being in force.
- (l) **“Month”** except where otherwise provided in this Constitution means calendar month.
- (m) **“Officers”** include the President, the two (2) Vice Presidents and Ordinary members of the Board but does not include the Auditor.
- (n) **“The Office”** means the registered office for the time being of the Club.
- (o) **“Ordinary member”** means a person elected to membership of the Club in accordance with Rule 15.
- (p) **“Registered Clubs Act”** means the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.
- (q) **“Rules”** means the rules comprising this Constitution.
- (r) **“Secretary”** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is Secretary of the Club for the purpose of the Registered Clubs Act.
- (s) **“Special Resolution”** has the meaning assigned thereto by the Act.
- (t) **“Sub club”** means any sporting, social or recreational club, incorporated or otherwise, that pursuant to a resolution of the Board under Rule 26.10 is or has been established and is affiliated or becomes affiliated with the Club.

3.2 **“Financial member”**. A member shall not be a financial member of the Club if:

- (a) the member's subscription or any part thereof has not been paid in accordance with Rule 16; or
- (b) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of seven (7) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain unfinancial for the purposes of Rule 16 until the full amount owing is paid to the Club.

- 3.3 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- 3.4 Expressions referring the writing shall be construed as including references to printing, lithography, photography and other modes of representing and reproducing word in a visible form in the English language.
- 3.5 When any provision of an Act is referred to, the reference is to such provision as modified by any law for the time being in force and expressions defined in an Act or any modification thereof made by any law in force at the time shall have the meaning so defined.

4. OBJECTS ~~{XE "OBJECTS"}~~

4.1 The objects of the Club are:

(a) To perpetuate the close and kindly ties of friendship created by mutual service in the forces of the British Commonwealth of Nations.

(a1) The promotion and carrying on of the game of bowls and other sports as determined by the Board from time to time.

(b) To establish, equip, furnish and maintain a Club for the benefit of Members.

(c) To promote social and education understandings within the Club premises for the advancement and benefit of Members.

(d) To create and maintain, when deemed necessary, an interest in local affairs, always provided they are not association with party or sectarian institutions.

(e) To carry on such trade or business as may be hereafter determined for the benefit of the Club and not for individual profits including without limitation by owning, holding or operating any type of business or investment as the Board may determine from time to time.

(f) To provide accommodation for members of the Club and their guests upon premises for which the Club and its members are the bona fide occupiers; to provide sleeping and temporary residential accommodation upon the Club's premises for use by members and in particular for those whose normal place of abode is not within the metropolitan district.

(g) To associate together for the purpose of promoting good fellowship amongst members and furthering the social enjoyment of members of the Club; in particular to provide and maintain facilities and materials for the playing of lawful games and for musical, dramatic and other social entertainment for members of the Club.

(h) In furtherance of the objects of the Club to apply for and obtain and hold a club or any other licence or licenses or certificate of registration under the Liquor Act or the Registered Clubs Act or laws or any other Act or laws for the time being operative and for such purpose or purposes to appoint a

manager or managers or other officer or officers to act as licensee or licensees and hold the license or licenses on behalf of the Club.

- (i) To purchase, hire, lease or otherwise acquire for the purpose of the Club any real or personal property and in particular any lands, buildings, furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, fittings, apparatus, appliances, sporting material and equipment, conveniences and accommodation which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law having regard to any such trusts.
- (j) In furtherance of the objects of the Club to give, sell, mortgage, exchange, lease or otherwise dispose of the real and personal estate of the Club or any part or parts thereof and to build, erect and construct club houses and other buildings or improvements upon any land of or under the control or management of the Club and to enlarge, maintain, improve or remove the same or any existing building thereon.
- (k) To hire and employ and to dismiss managers, secretaries, clerks, servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.
- (l) To subscribe to funds for charitable, philanthropic or patriotic purposes.
- (m) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be permitted by law for the investment of trust funds and from time to time to vary and realise such investments.
- (n) To make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) To borrow money from time to time and for such purposes to give debentures, liens, mortgages, charges and other security over the whole or any part of the property real and personal of the Club.
- (p) 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 is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (r) 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.
- (s) In furtherance of the objects of the Club to obtain and hold any license or permission necessary for and to carry on the business of restaurant keepers

and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.

- (t) To take or reject any gift of property money or goods whether subject to any special trust or not for any one or more of the objects of the Club but subjects always to the proviso in sub-paragraph (i) of this Rule 4.1.
- (u) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (v) To establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (w) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (x) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
- (y) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company.
- (z) 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 subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (aa) For the purpose of furthering any objects to enter into any arrangements for cooperative or reciprocal concessions with any other association or club whether incorporated or not having objects similar to those of this Club.
- (bb) To do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.

5. LIMITED LIABILITY~~{XE "LIMITED LIABILITY"}~~

5.1 The liability of the members is limited

6. MEMBERS GUARANTEE~~{XE "MEMBERS GUARANTEE"}~~

6.1 Each member undertakes to contribute an amount not exceeding twenty dollars (\$20.00) if the Club is wound up:

- (a) while he or she is a member of the Club; or
 - (b) within one year of the date that he or she ceases to be a member.
- 6.2 The contribution referred to in Rule 6.1 shall be for the:
- (a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and
 - (b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION~~{ XE "APPLICATION OF PROPERTY ON DISSOLUTION" }~~

- 7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:
- (a) not be transferred, paid to or distributed among the members;
 - (b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club.
- 7.2 The institution or institutions referred to in Rule 7.1(b) shall be determined by:
- (a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof
 - (b) the Supreme Court of New South Wales.
- 7.3 If and so far as affect cannot be given to the provisions of Rule 7.2 set out above then any property shall be given to some charitable object.

8. PROPERTY AND INCOME OF THE CLUB~~{ XE "PROPERTY AND INCOME OF THE CLUB" }~~

- 8.1 The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club.

8.2A The following properties will be core property of the Club for the purposes of section 41J of the Registered Clubs Act 1976 and will remain core property until a special resolution of the Club has resolved that such properties should be non-core property:

- a. Milton Ulladulla Club Premises located at 212-222 Princes Highway, Ulladulla NSW 2539; and
- a.b. Milton Ulladulla Bowling Club Premises located at 68 St Vincent Street, Ulladulla NSW 2539.

- 8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any

committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

- 8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution 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.
- 8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
- 8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:
- (a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (d) of reasonable and proper rent for premises demised or let by any member to the Club.
- 8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act;
 - (c) interest at the rate referred to in Rule 8.5(c) above on any money lent by the director of the Club;
 - (d) a benefit provided in accordance with Section 10(6A) of the Registered Clubs Act 1976;
 - (e) rent referred to and in accordance with Rule 8.5(d).

9. LIQUOR & GAMING

- 9.1 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Rule 9.1 does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.

- 9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- 9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.
- 9.4 The Secretary or any employee, director or member 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.
- 9.5 Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, 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.
- 9.6 Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP ~~{XE "MEMBERSHIP" }~~

- 10.1 The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- 10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Sporting member.

10.3 The Full membership of the Club shall be divided into the following categories:

- (a) Life members; ~~and~~
- (b) Club members;
- (c) Social Bowling member; and
- ~~(b)~~(d) Junior Sporting members.

~~10.3~~10.4 A person who:

- (a) accepts the invitation to membership and is elected as a full member of the Club in accordance with the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club"); and
- (b) is a financial member (as defined in Rule 22 of the Bowling Club's Rules) of the Bowling Club and whose name is entered in the register of members of the Bowling Club, on the date of transfer of the club licence of the Bowling Club to the Club by the Independent Liquor and Gaming Authority;

will:

(c) be given credit for any annual subscription paid in respect of their membership of the Bowling Club, up to the end of the current financial year of the Club in which the club licence of the Bowling Club was transferred to the Club.

~~10.4~~10.5 Persons who are not Full members may, in accordance with this Constitution be admitted to the Club as:

- (a) Provisional members; and
- (b) Honorary members;
- (c) Temporary members.

~~10.5~~10.6 The number of full members having the right to vote in the election of the Board shall at all times exceed 25% of the number of full members who do not have the right to vote in the election of the Board.

CLUB MEMBERS

~~10.6~~10.7 Club members shall be persons who have attained the age of eighteen (18) years who are elected to Club membership of the Club together with all those persons listed as Ordinary Members in the register of members as at the date of the approval of the special resolution adopting this new Constitution.

~~10.7~~10.8 Club members shall pay such joining fee (if any) and annual subscription as the Board may determine from time to time.

~~10.8~~10.9 Except as expressly set out in this Constitution all Club members, except for Junior Sporting Members, are entitled to:

- (a) all the playing and social privileges and advantages of the Club; and
- (b) attend and vote at Annual General Meetings and general meetings of the Club;
- (c) subject to Rule 24 nominate for and be elected to hold office on the Board;
- (d) vote in the election of the Board;
- (e) vote on any special resolution to amend this Constitution;
- (f) propose, second, or nominate any eligible member for any office of the Club;
- (g) propose, second or nominate any eligible member for Life membership;
- (h) introduce guests to the Club.

LIFE MEMBERS

~~10.9~~10.10 A Life member shall be any Club member who has rendered outstanding service to the Club and has been granted Life membership of the Club in accordance with this Constitution.

~~10.10~~10.11 Life membership may only be conferred at a general meeting of the Club

(including an Annual General Meeting).

~~10.11~~10.12 Candidates for Life membership shall be proposed by one and seconded by another Club member or Life member.

~~10.12~~10.13 The nomination shall be given to the Secretary.

~~10.13~~10.14 Any nomination for Life membership shall be reported to the first meeting of the Board of Directors after it has been received by the Secretary.

~~10.14~~10.15 Provided a nomination for Life membership is first approved by the Board, by a three-quarters (3/4) majority of the Board members who are present and voting at a Board meeting, the nomination shall be referred to the next general meeting of the Club and not less than twenty-one (21) days written notice of the nomination shall be given to all members eligible to vote at that meeting.

~~10.15~~10.16 If a nomination for Life membership is approved by a resolution passed by not less than a simple majority of the members present and voting at the general meeting the person nominated shall thereby be a Life member of the Club.

~~10.16~~10.17 Every Life member shall be entitled to all the rights and privileges of a Club member.

~~10.17~~10.18 A Life member is relieved from the payment of any annual subscription.

~~10.18~~10.19 All persons who are listed as Life members in the register of members of the Club as at the date of the approval of the special resolution to adopt this new Constitution shall remain as Life members.

10.20 Any person, who, at completion of the amalgamation pursuant to the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club") was a life member of the Bowling Club will, following admission as a member of the Club in accordance with Rule 15.14, be transferred to the class of membership of Life Member and the requirements otherwise set out in Rules 10.10 – 10.19 will not apply.

SOCIAL BOWLING MEMBERS

10.21 A Social Bowling member shall be persons who have attained the age of eighteen (18) and who has elected to be a Social Bowling member and has paid the applicable annual subscription. A Social Bowling Member shall be entitled only to the Social Bowling privileges and advantages of the Club as may from time to time be approved by the Board.

JUNIOR SPORTING MEMBERS

10.22 Any person who has not attained the age of 18 years is eligible for election to Junior membership if that person has made an application for Junior membership in accordance with this Constitution and also fulfils the following requirements:

(a) the person must satisfy the Board that he or she has an interest in taking an active part in the Club's sporting activities on a regular basis;

(b) the Board must receive written consent from the person's parent or guardian to that person becoming a Junior Member and taking part in the Club's sporting activities; and

(c) the person must, in the opinion of the Board, be suitable to be elected to Junior membership.

11. TRANSFER BETWEEN CLASSES OF MEMBERSHIP~~{XE "TRANSFER BETWEEN CLASSES OF MEMBERSHIP"}~~

- 11.1 The Board shall have the power on the application of any member to transfer that member to another category of membership (if more than one category exists), other than life membership, if that member has the qualifications for that other category of membership.
- 11.2 Any application for transfer of membership pursuant to Rule 11.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.
- 11.3 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- 11.4 Upon a member being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such member. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

12. PROVISIONAL MEMBERS~~{XE "PROVISIONAL MEMBERS"}~~

- 12.1 A person in respect of whom a nomination form for membership duly completed in accordance with this Constitution has been given to the Club and who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the joining fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- 12.3 Provisional members shall be entitled to:
- (a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
 - (b) introduce guests into the Club.
- 12.4 Provisional members shall not be entitled to:
- (a) attend and vote at Annual General Meetings and general meetings of the Club;

or

- (b) nominate for and be elected to hold office on the Board;
- (c) vote in the election of the Board;
- (d) vote on any special resolution to amend this Constitution;
- (e) propose, second, or nominate any eligible member for any office of the Club;
- (f) propose, second or nominate any eligible member for Life membership.

13. HONORARY MEMBERS ~~{XE "HONORARY MEMBERS"}~~

- 13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (a) the patron or patrons for the time being of the Club; or
 - (b) any prominent citizen or local dignitary visiting the Club;
 - (c) any person who is a member of the Australian Defence Force (as defined in the Registered Clubs Act which includes the Armed Forces of the Commonwealth) and who produces evidence that the person is a member of the Australian Defence Force.
- 13.2 Honorary members shall not be required to pay a joining fee or annual subscription.
- 13.3 Honorary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 13.4 Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 13.5 Subject to Rule 13.6 when Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (a) the name in full of the Honorary Member; and
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.
- 13.6 When Honorary membership is conferred on any person pursuant to Rule 13.1(c) the following particulars shall be entered in the Club's register of Honorary members kept pursuant to section 31(1)(b) of the Registered Clubs Act:
- (i) the full name, or surname and initials of the Honorary member;
 - (ii) the address of the Honorary member;
 - (iii) the date on which the Honorary membership is granted;

- (iv) the signature of the Honorary member.

14. TEMPORARY MEMBERS~~{XE "TEMPORARY MEMBERS"}~~

- 14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose permanent place of residence in New South Wales is within a radius of five (5) from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.
 - (b) A full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
- 14.2 Temporary members shall not be required to pay a joining fee or annual subscription.
- 14.3 Temporary members shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time.
- 14.4 Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 14.5 Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 23.11.
- 14.6 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
- 14.7 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a Junior Sporting member of another registered club and satisfies the requirements of Rule 14.1(c).
- 14.8 When a Temporary member (other than a Temporary member admitted pursuant to Rule 14.1(c)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (a) the name in full of the Temporary member; and
 - (b) the residential address of the Temporary member;
 - (c) the date on which Temporary membership is granted;

- (d) the signature of the Temporary member.

15. ELECTION OF MEMBERS~~{XE "ELECTION OF MEMBERS" }~~

- 15.1 A person shall not be admitted as a Club member of the Club unless that person is elected to membership by the Board of the Club, or by a duly appointed election committee of the Club.
- 15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- 15.3 The Board may reject any application for membership without providing any reason for such rejection.
- 15.4 Every application for membership of the Club shall be in writing (which shall be a proposal for membership by the applicant) and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
- (a) the full name of the applicant;
 - (b) the residential address of the applicant;
 - (c) the date of birth and the age of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant;
 - (g) such other particulars as may be prescribed by the Board from time to time.
- 15.5 Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (a) the joining fee (if any) and the appropriate annual subscription;
 - (b) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- 15.6 The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- 15.7 A person whose application has been signed by an authorised officer of the Club in accordance with Rule 15.6 and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may thereby become a Provisional member.
- 15.8 The full name and address of each applicant for membership shall be placed on the

Club Notice Board and shall remain so posted for not less than seven (7) days.

- 15.9 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- 15.10 At any time prior to an election of a person as a member of the Club, any Club or Life member may lodge in writing with the Secretary, an objection to such election stating reasons for the objection.
- 15.11 If an Election Committee has been appointed, the Election Committee shall consider the objection and may for that purpose call any evidence it deems necessary and shall upon completion of its deliberations advise the Board whether or not the objection has been sustained and the Board shall consider the Election Committees advice and shall confirm or quash the Election Committees decision and the decision of the Board shall be final.
- 15.12 If no Election Committee has been appointed, the Board shall consider the objection and may for that purpose call any evidence it deems necessary and shall upon completion of its deliberation decide whether or not the objection has been sustained and the decision of the Board shall be final.
- 15.13 Upon a person being elected as a member of the Club the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the joining fee and first annual subscription to be forwarded or posted to such person.

15.14

- (a) Rules 15.1, 15.2, 15.3, 15.4, 15.5, 15.6, 15.7, 15.10, 15.11, 15.12 and 15.13 shall not apply to a person who is admitted as a member of the Club pursuant to an amalgamation between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Amalgamation”) and this Rule 15.14 shall apply to the admission to membership of the Club of that person.
- (b) A person shall be admitted as a member of the Club pursuant to the Amalgamation if:
 - (i) the person is a full member (as defined in the Registered Clubs Act 1976) of the Milton Ulladulla Bowling Club- Cooperative Limited (ABN 20 793 988 758);
 - (ii) the Independent Liquor and Gaming Authority has approved the Amalgamation pursuant to the Registered Clubs Act 1976; and
 - (iii) that person has agreed to be a member of the Club pursuant to the Amalgamation.
- (c) The agreement referred to in paragraph (b)(iii) of this Rule 15.14 must be:
 - (i) by way of acceptance of the invitation issued by the Club for that person to become a member of the Club; and
 - (ii) with such acceptance to include that the person agrees in writing to be bound by this Constitution.

- (d) As soon as practicable after approval of the Amalgamation the Club will forward to each person who is a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) an invitation to become a member of the Club.
- (e) Any person being a full member of the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758) and signs and returns the form provided by the Club in the invitation shall (subject to compliance with section 30(2)(a) and (b) of the Registered Clubs Act 1976) be entered in the register of members of the Club as a member and shall, from the date of entry in the register, be a member of the Club.
- (f) The date that a person is entered into the register of members of the Club pursuant to paragraph (e) above of this Rule 15.14 shall not occur prior to the date of completion of the Amalgamation.
- (g) A member who was admitted to membership of the Club pursuant to this Rule 15.14, or was at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), will be eligible to transfer to any class of membership for which they are eligible, but until transfer will be a Club Member and will have all the rights of a Club Member.
- (h) All persons who become members of the Club pursuant to this Rule 15.14, or were at the time of amalgamation a member of both the Club and the Milton Ulladulla Bowling Club Cooperative Limited (ABN 20 793 988 758), shall be identified as a "Milton Ulladulla Bowling Club Member" for the purposes of the Registered Clubs Act 1976 only

16. JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES ~~{ XE "JOINING FEES, ANNUAL SUBSCRIPTIONS AND LEVIES" }~~

- 16.1 Members subscriptions shall be paid annually or if the Board so directs and approves by quarterly or half yearly instalments and in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time.
- 16.2 The entrance fees and subscriptions payable by Ordinary Members of the Club shall be such as the Board may from time to time determine provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 16.3 Any Ordinary Member who is suspended from membership of the Club for a period shall during such period be liable for payment of any fee for membership of the Club which falls due during the period of suspension.
- 16.4 The Annual Subscription shall become due and payable on the first day of July. During the month of June the Secretary shall give notice to all members advising them that subscriptions are due and payable on the first day of July next but the failure to give such notice or the non-receipt of such notice shall not relieve any member from the obligation to pay the subscription by the due date.
- 16.5 If the subscription of any member shall not be paid within a period of 30 days from

the date upon which it shall fall due for payment the defaulting member shall be debarred from all privileges of membership and by a resolution of the Board may be removed from membership of the Club and the provisions of Rule 20 shall not apply. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

- 16.6 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.2) shall be referred to as an unfinancial Member and shall, whilst they remain as an unfinancial member, not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any sub-club;
 - (d) nominate or be elected to or be appointed to the Board or to the Committee of any Sub club;
 - (e) vote in the election of the Board or the Committee of any sub-club;
 - (f) propose, second or nominate any eligible member for any office of the Club;
 - (g) propose, second or nominate any eligible member for Life membership.

17. PATRONS ~~{XE "PATRONS"}~~

- 17.1 The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to this Constitution shall remain Honorary Members while they remain Patrons. There shall be no more than three (3) Patrons at any one time.
- 17.2 Notwithstanding the above provision in 17.1 any Patron who shall also be a Life member or a Club member of the Club shall have the rights and privileges attached to the category of membership held by the Patron.

18. REGISTERS OF MEMBERS AND GUESTS ~~{XE "REGISTERS OF MEMBERS AND GUESTS"}~~

- 18.1 The Club shall keep the following registers:
- (a) A register of persons who are Full members. This register shall set forth in respect of each of those members:
 - (i) the name in full;
 - (ii) the occupation;
 - (iii) the address;
 - (iv) the date on which the entry of the member's name in the register is

made;

- (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Section 31(1)(b) of the Registered Clubs Act.
- (c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
- (d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

19. ADDRESSES OF MEMBERS~~{XE "ADDRESSES OF MEMBERS" }~~

19.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 18.1(a).

20. DISCIPLINARY PROCEEDINGS~~{XE "DISCIPLINARY PROCEEDINGS" }~~

20.1 If in the opinion of the Board a member:

- (a) has refused or neglected to comply with the Constitution or any By-laws of the Club; or
- (b) has engaged in conduct prejudicial to the interests of the Club; or
- (c) has engaged in conduct unbecoming of a member; or

the Board shall have power by resolution passed at a meeting of the Board in accordance with this Rule 20 to:

- (a) reprimand the member; or
- (b) suspend the member for such period as the Board considers fit; or
- (c) expel the member; or
- (d) accept the resignation of the member.

and the Board shall have the power by resolution to delegate such powers to the Secretary in which case:

- (a) the Board may impose any conditions it sees fit upon the exercise by the Secretary of such powers as delegated;
- (b) any reference to the Board in Rules 20.2 to Rule 20.13 will as the context so requires be read as a reference to the Secretary; and
- (c) in relation to Rule 20.8 the Secretary will make his or her decision in his or her sole and absolute discretion.

20.2 The Board shall not exercise its powers pursuant Rule 20.1 unless:

- (a) The member is notified of any charge against him or her pursuant to this Constitution by notice in writing, by a pre-paid letter posted to his or her last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard;
- (b) The notice referred to in sub-rule (a) shall state the date, time and place of the meeting and shall give particulars of the alleged conduct by the member which has given rise to the disciplinary charge including a description of the alleged conduct and the date, time and place when the alleged conduct occurred;
- (c) The member charged shall be entitled to attend the meeting at which the charge is to be heard for the purpose of answering the charge or may answer the charge in writing;
- (d) The member charged will be entitled to call persons to attend the meeting to give evidence in relation to the alleged conduct and evidence in relation to the character of the member charged or such evidence can be provided by written statements;

20.3 The conduct of the meeting shall be as follows:

- (a) The member will be invited to sit at a table in the meeting room and will be entitled to take notes of the meeting;
- (b) The charge will be read and the member will be invited to indicate to the Board whether he or she admits the charge;
- (c) If the member admits the charge the member will be invited to give orally or in writing such explanation or statement concerning the charge as the member thinks fit. The member will be able to address the Board as to his or her history with the Club and present any mitigating factors. The member may also call witnesses to give evidence about such matters;
- (d) The member will then be invited to leave the meeting and the Board will determine the penalty to be imposed on the member;
- (e) The Secretary or other officer authorised by the Board will inform the member of the penalty either orally or in writing within 3 days after the penalty has been determined;
- (f) If the member denies the charge then the evidence against the member in relation to the charge will be presented;
- (g) The member will be invited to present his or her evidence in relation to the charge;
- (h) When all the evidence has been presented the member will be invited to address the Board as to why the evidence does not support the charge;
- (i) The member will then be invited to leave the meeting and the Board will determine whether or not the charge has been proved and that the member is therefore guilty of the charge;
- (j) When the Board has determined whether the charge has been proved it will

forthwith inform the member of its decision;

- (k) If the member has been found guilty of the charge the member will be invited to give orally or in writing any explanation or statement concerning the charge as the member thinks fit. The member will be able to address the Board as to his or her history with the Club and present any mitigating factors. The member may also call witnesses to give evidence about such matters.
 - (l) The member will then be invited to leave the meeting and the Board will determine the penalty to be imposed on the member;
 - (m) The Secretary or other officer determined by the Board will inform the member of the penalty either orally or in writing within 3 days after the penalty has been determined;
- 20.4 Any evidence presented to the Board pursuant to Rule 20.3 of this Constitution may be presented orally or in writing or both.
- 20.5 If there is a video, photograph or other material relevant to the charge in the possession of the Club then the Board shall produce the same to the meeting referred to in Rule 20.3 of this Constitution if requested to do so by the member.
- 20.6 The Board may at any time adjourn the meeting for such reasonable time as the Board may determine and if requested by the member charged to adjourn the meeting will not unreasonably withhold its consent to such request.
- 20.7 Voting on whether the member is guilty of the charge and voting on any penalty referred to in Rule 20.1 shall be by secret ballot;
- 20.8 No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion;
- 20.9 The Board shall not be required to give any reasons for a decision or resolution passed in exercise of its powers pursuant to this Rule 20;
- 20.10 If a member fails to attend a meeting referred to in Rule 20.2 the charge may be heard and dealt with and the Board may decide on the evidence before it the member's absence notwithstanding but the Board shall have regard to any representations made to it in writing by the member charged.
- 20.11 Any member of the Club who makes a complaint on which a notice of disciplinary charge is given to another member may be required to attend the meeting at which the disciplinary charge is to be heard by the Board to state the facts, matters and circumstances of the complaint to the meeting in the presence of the member charged.
- 20.12 Any person who gives evidence in relation to a notice of charge may be required to attend the meeting referred to in paragraph (b) of this Rule 20 for the purpose of being questioned on that evidence by the Board and by the member to whom notice of the charge has been given.
- 20.13 If a notice of charge is issued to a member pursuant to Rule 20.1, the Board by resolution or the Secretary shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for six (6) weeks whichever is the sooner. Such suspension shall be promptly notified in

writing to the member concerned.

20.14 A member who is suspended from the Club pursuant to a resolution under Rule 20:

- (a) shall not be eligible to use the facilities of the Club;
- (b) shall not be able to enter the Club unless the member is also an officer or employee of the Club and has to enter the Club for the purposes of carrying out a duty as such officer or employee of the Club;
- (c) shall not be eligible to attend or vote at any meeting of members of the Club or any sub-club or in any election for the Board of the Club or in any election of the committee of any sub-club;
- (d) shall not be eligible to nominate for or be elected to any office in the Club or any committee of the sub-club;
- (e) if a director of the Club shall not attend or vote on any hearing of a disciplinary charge pursuant to Rule 20;
- (f) shall not be eligible to propose or second any person for election to the Board of the Club;
- (g) shall not be eligible to propose or second any person for membership of the Club;
- (h) shall be entitled to renew his or her membership of the Club and to receive notice of such renewal equally with all other members.

21. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB ~~{ XE
"REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB" }~~

21.1 In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 21.3, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
- (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
- (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Liquor Act;
- (d) who hawks, peddles or sells any goods on the premises of the Club;
- (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
- (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (g) whom the Club, under the conditions of its certificate of registration, or a term

of a liquor accord, is authorised or required to refuse access to the Club.

(g)(h) who has engaged in conduct which may be prejudicial to the interests of the Club or which may be conduct unbecoming of a member or render the person unfit for membership.

- 21.2 If pursuant to Rule 21.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 21.3) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 21.3 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (b) any employee authorised by the Secretary to exercise such power.
- 21.4 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 21.5 Without limiting Rule 21.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 21.1(a), the person must not:
- (a) remain in the vicinity of the Club; or
 - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 21.6 The term “vicinity” referred to in Rule 21.5 above means a distance of 50 metres from any point of the boundary of the Club’s licensed premises.

22. RESIGNATION AND CESSATION OF MEMBERSHIP ~~{ XE "RESIGNATION AND CESSATION OF MEMBERSHIP" }~~

- 22.1 A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date of which it is received by the Secretary.
- 22.2 Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of members, neglecting to pay the joining fee or subscription or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club, provided that such person shall remain liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person’s membership of the Club and any other money due by that person at the date of cessation of that person’s membership of the Club or for which that person is or may become liable under this Constitution.

23. GUESTS~~{XE "GUESTS"}~~

- 23.1 All members (except Honorary members) shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 23.11.
- 23.2 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- 23.3 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- 23.4 No member shall introduce any person as a guest who:
- (a) has been expelled from the Club pursuant to Rule 20;
 - (b) is then suspended pursuant to Rule 20; or
 - (c) who is then refused admission to or turned out of the Club pursuant to Rule 21.
- 23.5 Members shall be responsible for the conduct of any guests they may introduce to the Club.
- 23.6 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- 23.7 No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- 23.8 A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.9 A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- 23.10 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 23.11 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.

23.12 For the purposes of Rule 23.11(c), “responsible adult”, in relation to a minor, means an adult who is:

- (a) a parent, step parent or guardian of the minor;
- (b) the minor’s spouse or de facto partner; or
- (c) for the time being standing in as the parent of the minor.

24. BOARD OF DIRECTORS ~~{XE "BOARD OF DIRECTORS" }~~

24.1 Subject to Rule 24.1A, ~~t~~The business and affairs of the Club shall be managed by a Board of Directors consisting of a President, two Vice Presidents, and four (4) Ordinary Board Members all of whom shall be elected triennially (that is every three years) at an election at which the members entitled to vote consist of such number of Full members of the Club as comprised not less than a majority of the Full members of the Club.

24.1A To give effect to the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):

(a) the Board of Directors shall, following completion of the amalgamation pursuant to the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 (“the Bowling Club”):

(i) for a period of three (3) years only, consist of a President, three (3) Vice Presidents, three (3) Ordinary Board Members and two (2) appointed Board Members (appointed pursuant to Rule 24.1A(a)(ii) after which time the Board will revert to consisting of the positions set out in Rule 24.1 and the temporary additional Vice President Position will revert to being an Ordinary Director position;

(ii) as permitted by the Registered Clubs Regulation 2015, appoint two (2) additional Ordinary Board Members to the Board of Directors for a period of 3 years provided that:

(a) such persons to be appointed have consented to being appointed as Directors of the Club;

(b) such persons were immediately prior to the amalgamation Directors of the Board of the Bowling Club;

(c) such persons have been nominated for appointment to the Board of the Club by the Board of the Bowling Club; and

(d) such persons must be an ordinary member of the Club at the time of, and for the duration of, his or her appointment

(iii) appoint an Ordinary Board member to the new Vice President position, call for the resignation of a Vice President and appoint the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation to fill any such arising Vice President casual vacancy (provided they are a member of the Club);

(b) from the date of completion of the amalgamation pursuant to the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative

Limited ABN 20 793 988 758 (“the Bowling Club”) until the end of the third Annual General Meeting of the Club after that date (the “Period”):

(i) the person who was the Chairman of the Bowling Club at the time of completion of the amalgamation will be the only member eligible for appointment to the Vice President casual vacancy referred to in 24.1A(a)(ii) above and for election to the same position when it comes up for election pursuant to Rule 24A Schedule 4 5(2);

(ii) only eligible members who have also not been Bowling Members, Permanent Bowling Members or Social Bowling Members (“Bowling Members”) of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation shall be able to be elected to:

1. the position of President,
2. two of the positions of Vice President; and
3. three of the positions of Ordinary Director;

(iii) only eligible members, who were not Bowling Members of the Bowling Club at any time during the period 3 October 2016 to the date of completion of the amalgamation, shall be able to be elected or appointed to the Board unless:

1. the person was the Chairman of the Bowling Club at the time of completion of the amalgamation; or
2. they are appointed pursuant to Rule 24.1A(a);

(c) From the end of the Period continuous membership of the Milton Ulladulla Bowling Club Cooperative Limited up until the date of amalgamation with the Club will be recognised as membership of the Club for the purposes of Rule 24.4(a).

24.2 The members of the Board shall be elected in accordance with the Triennial Rule set out in Rule 24A and the procedures set out in Rule 25.

24.3 Subject to Rules 24.1A, 24.4, 24.5 and 24.6 the following members shall be entitled to stand for and be elected or appointed to the Board:

(a) Life members; and

(b) Club members; and

~~(b)~~(c) Social Bowls members.

24.4 Notwithstanding any other provision of this Constitution but subject to Rules 24.1A and 32.4 a person shall not be eligible to be elected or appointed:

(a) to the Board unless that person has been a member of the Club for at least two (2) continuous years immediately prior to the close of nominations or proposed date of appointment.

(b) as a Vice President unless that person has been a Director of the Club for at least one (1) year immediately prior to the date of the election or proposed date of appointment.

- (c) as the President unless:
 - (i) that person has been a Director of the Club for at least two (2) continuous years immediately prior to the date of election or proposed date of appointment; and
 - (ii) that person has been a Vice President for at least one (1) year.

24.5 A member who is:

- (a) an employee; or
- (b) who is currently under suspension pursuant to Rule 20; or
- (c) is not a Financial member, shall not be eligible to stand for or be elected or appointed to the Board nor shall he be eligible to apply to perform duties as holder of an officer or member of any committee of the Club while he remains unfinancial or during the period of any such suspension.

24.6 No member of the Club shall be eligible to be nominated for or elected or appointed to a position as a member of the Board if that member:-

- (a) is insolvent under administration;
- (b) has been convicted on indictment of an offence against an Australian law or any other law, in connection with the promotion, formation or management of a body corporate or corporation;
- (c) has been convicted of serious fraud;
- (d) is disqualified from managing a corporation under Part 2D6 of the Act.

24.7 A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (a) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of two (2) years immediately prior to the date determined for the next Annual General Meeting; or
- (b) is a former employee of the Club whose services were terminated by the Club for misconduct; or
- (c) was an employee of the Club, or any club that has amalgamated with the Club, within the period of three (3) years prior to nomination, election or appointment to the Board.

24A. TRIENNIAL RULE

The Board shall be elected in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2011.

SCHEDULE 4

Definitions

1. *In this Schedule –*

“general meeting” means a meeting of the members of the club at which members of the governing body are to be elected;

“triennial rule” means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

“year” means the period between successive general meetings.

2. *Repealed.*

First general meeting under triennial rule

3. (1) *The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.*

(2) *The groups -*

(a) *shall be determined by drawing lots; and*

(b) *shall be as nearly as practicable equal in number; and*

(c) *shall be designated as group 1, group 2 and group 3.*

(3) *Unless otherwise disqualified, the members of the governing body -*

(a) *in group 1 shall hold office for 1 year; and*

(b) *in group 2 shall hold office for 2 years; and*

(c) *in group 3 shall hold office for 3 years.*

Subsequent general meetings

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

Casual vacancies

5. (1) *A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.*

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

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

Revocation of triennial rule

7. *If the triennial rule is revoked –*

(a) at a general meeting – all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.”

25. ELECTION OF BOARD ~~{XE "ELECTION OF BOARD"}~~

25.1 The election of members of positions on the Board to be elected that year in accordance with the Triennial Rule set out in Rule 24A shall take place in the following manner:-

- (a) Nominations for election to positions on the Board to be elected that year in accordance with the Triennial Rule set out in Rule 24A shall be made in writing and signed by a proposer and a seconder who shall be Club or Life members and by the Nominee who shall signify his consent to the nomination. A member is not able to stand for election to positions on the Board to be elected that year in accordance with the Triennial Rule set out in Rule 24A unless the member declares in writing that they have received the education and training material for Club Directors (if any) that is approved by the Director of Liquor and Gaming as appointed under the Liquor Act.
- (b) Nominations for election to the Board must be received by the Secretary not less than twenty-one (21) days prior to the date of the Annual General Meeting which shall be the closing date for nominations.
- (c) Immediately after nominations are closed the Secretary shall exhibit in a conspicuous place on the premises of the Club the names of the candidates for the respective offices on the Board of the Club and their nominators.
- (d) A nomination can be withdrawn at any time prior to nominations closing but only if the withdrawal of nomination is in writing and given to the Secretary

prior to the date that nominations close.

- (e)
 - (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidates or candidate nominated shall be declared elected at the Annual General Meeting.
 - (ii) If no or insufficient nominations be received for any office or offices, the candidate or candidates, if any, that are nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the respective nominees, be made orally at the Annual General Meeting for the vacancies then remaining.
 - (iii) If more than one candidate is nominated for any office an election by ballot for such office shall be conducted in the manner hereinafter provided.
- 25.2 The Board shall appoint a Returning Officer to take charge of the ballot. The Returning Officer may appoint up to four (4) assistant Returning Officers who may be members of the Club, provided that no person who is a candidate or the proposer or seconder of a candidate shall be an assistant Returning Officer.
- 25.3 The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the chairperson of the Annual General Meeting;
- 25.4 The ballot for the election for the Board shall be open during such times as the Board shall from time to time determine provided that:
 - (a) the ballot shall be open for at least one (1) hour on the day of the Annual General Meeting prior to the commencement of the meeting; and
 - (b) the ballot shall close thirty (30) minutes before the time set for the commencement of the Annual General Meeting
 - (c) Notice of the times when the ballot will be open will be included in the notice of annual general meeting that is sent to members.
- 25.5 The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officers;
- 25.6 Any member who wishes to vote in the election of the Board before the Annual General Meeting must attend at the Club during the times when the ballot is open when, upon a request to the Returning Officer, the member shall be given a ballot paper by the Returning Officer.
- 25.7 A member of the Club shall mark the ballot paper in accordance with instructions from the Returning Officer appearing on the ballot paper.
- 25.8 The Returning Officer shall give to each assistant Returning Officer reasonable notice of the time and place for the examination of ballot papers and the counting of the ballot;
- 25.9
 - (a) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed;

- (b) The decision of the Returning Officer as to the validity of any ballot paper shall be final;
 - (c) After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected.
- 25.10 If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the assistant Returning Officers shall determine by lot the candidate or candidates who is, or are, to be elected;
- 25.11 After the Returning Officer has reported the result of the ballot to the chairperson of the Annual General Meeting the chairperson shall forthwith announce the result to the meeting.
- 25.12 The Board may make by-laws not inconsistent with this Constitution in relation to the procedures for the conduct of the ballot.
- 25.13 (a) Any candidate for election will be entitled to submit to the Returning Officer a statement in writing stating:
- (i) those qualifications and/or experience that the candidate has and which the candidate considers relevant to the position of a director of the Club;
 - (ii) that candidate's reasons for seeking election as a director of the Club.
- (b) Provided the statement referred to in paragraph (a) of this Rule 25.13 is:
- (i) restricted to a length determined by the Returning Officer;
 - (ii) does not in the opinion of the Returning Officer contain any material that is defamatory or offensive; and
 - (iii) is delivered to the Secretary of the Club with the candidate's nomination form in accordance with Rule 25.1.

The statement shall be printed and copied at the expense of the Club and copies shall be displayed on the Club notice board and be made available to any member who requests to receive copies of the statements.

- 25.14 The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 25. Any By-law so made, made be set aside by resolution of the Club at a General Meeting subject to the Notice of intention to propose such resolution having been given.

26. POWERS OF THE BOARD ~~{XE "POWERS OF THE BOARD" }~~

- 26.1 The Board shall be responsible for the management of the business and affairs of the Club and shall have full control of the Club's property and absolute authority.

GENERAL POWERS

- 26.2 The Board may exercise its powers and do all such acts and things as the Club is by

this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made.

SPECIFIC POWERS

26.3 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time:

- (a) To make, alter and repeal By-Laws pursuant to Rule 26.~~4~~18.
- (b) To enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments and also who is authorised to make payments by any electronic means and authorised to use any credit card.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.
- (i) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or chattels belonging to the Club subject to requirements of the Liquor Act and the Registered Clubs Act.

- (j) To appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (l) To set the joining fees and annual or other subscriptions and fees payable by all members.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n) To affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.
- (o) To impose any restrictions or limitations on the rights and privileges of members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (p) To make donations to such organisations including sporting bodies as the Board may determine provided that the Board may not make a donation or donations of more than ten thousand dollars (\$10,000.00) in any twelve (12) month period to any one organisation or one sporting body without first obtaining the approval of members at a general meeting of the Club.

COMMITTEES

26.4 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to delegate any of its powers to committees consisting of any:

- (a) Director;
- (b) Member;
- (c) Employee;
- (d) Person who is not a member but who has a particular skill or expertise which they will apply to a committee;

or any combination thereof. The Board shall also have the power from time to time to revoke any such delegation.

26.5 Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation or restriction that the Board may from time to time impose.

- 26.6 The President shall be ex officio a member of all such committees and may nominate a director to represent him or her on such committees.
- 26.7 Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson of the meeting shall have a second and casting vote.
- 26.8 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 26.4 or by any by-law made by the Board pursuant to this Rule 26.4.
- 26.9 Any Committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

- 26.10 Without derogating from the general powers conferred by Rule 26.2, the Board shall have power from time to time to:
- (a) Establish sub clubs with such objects, powers and membership qualifications as the Board may determine from time to time.
 - (b) Allow each of the sub clubs established pursuant to this Rule 26.10 or those already in existence, to conduct, manage and control sport or other social or recreational activities for which they were respectively established within the Club.
 - (c) Allow the sub clubs to create rules and by-laws for the control and regulation of the sporting and social activities of such sub clubs.
 - (d) Permit any such sub club to adopt a name distinctive of such sub club (provided it be described as a sub club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- 26.11 Any of the sub clubs established pursuant to Rule 26.10 or those already in existence must conform to any by-law made by the Board pursuant to Rule 26.~~17~~18.
- 26.12 The President shall be ex officio a member of all the committees of such sub clubs and may nominate a director to represent him or her on the committees of such sub clubs.
- 26.13 Subject to the general control and supervision of the Board, each such sub club may manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of each sub club and its governing body shall also be produced promptly to the Board which

shall review and preserve such minutes and records.

26.14 The Board may empower each such sub club to open and operate a bank account in the name of the section in such bank or banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

26.15 Subject as hereinafter provided the constitutions of each such sub club may be amended from time to time by a majority of the members for the time being of such sub club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sub club shall have effect unless and until it shall have been approved by resolution of the Board. Such approval shall not be unreasonably withheld.

26.16 Any disciplinary action by a sub club in respect of any member of such sub club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.

26.1626.17 The Club will at all times maintain a Men's Bowling sub club and a Women's Bowling sub club.

BY-LAWS

26.1726.18 The Board may make such By-laws not inconsistent with this Constitution as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the Club and may amend or repeal any such By-laws.

26.1826.19 Without limiting the generality of Rule 26.17-18 the Board may regulate:

- (a) such matters as the Board are specifically by this Constitution empowered to regulate by By-law;
- (b) the general management, control and trading activities of the Club;
- (c) the control and management of the Club premises;
- (d) the conduct of members and guests of members;
- (e) the privileges to be enjoyed by each category of members;
- (f) the relationship between members and Club employees; and
- (g) generally, all such matters as are commonly the subject matter of the Constitution or By-laws or which by the Constitution are not reserved for decision by the Club in general meeting.

26.1926.20 Any By-law made under this Rule 26.17-18 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

26.2026.21 The Board shall cause a copy of all By-laws to be made available to any member on request and without charge to that member.

27. PROCEEDINGS OF THE BOARD~~{XE "PROCEEDINGS OF THE BOARD"}~~

- 27.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- 27.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 27.3 The President shall be entitled to take the chair at every meeting of the Board. If the President is not present or is unwilling or unable to act then a Vice President shall take the chair of the meeting. If a Vice President is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.
- 27.4 The quorum for meetings of the Board shall be a four (4) directors personally present however whilst there are nine (9) directors on the Board during the period of three (3) years following completion of the amalgamation pursuant to the Memorandum of Understanding between the Club and Milton Ulladulla Bowling Club Cooperative Limited ABN 20 793 988 758 ("the Bowling Club") the quorum for meetings of the Board shall be five (5) directors personally present.
- 27.5 The Chairperson may at any time and the Secretary upon the request of not less than three (3) directors shall convene a meeting of the Board.
- 27.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 27.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
- 27.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.
- 27.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

28. DECLARATIONS OF INTERESTS BY DIRECTORS~~{XE "DECLARATIONS OF INTERESTS BY DIRECTORS"}~~

- 28.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (a) declare the nature of the interest at a meeting of the Board; and
 - (b) comply with Rule 28.9.
- 28.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- 28.3 A Director must, in accordance with section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift, or the amount of the remuneration exceeds \$500.
- 28.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Registered Clubs Act) declaring any gift or remuneration received by the director from a person or organisation that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

- 28.5 The Secretary shall, in accordance with the Regulations under the Registered Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rules 28.1 to 28.4 inclusive pursuant to Division 2 Part 4A of the Registered Clubs Act.
- 28.6 Deleted.
- 28.7 Deleted.
- 28.8 Rules 28.1 to 28.6 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

- 28.9 In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

29. ~~CONTRACTS WITH DIRECTORS~~ {~~XE "CONTRACTS WITH DIRECTORS"~~}

- 29.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or

other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

- 29.2 A “pecuniary interest” in a company for the purposes of Rule 29.1 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- 29.3 Provided that the provisions of Rule 28.1, Rule 28.9 and Rule 29.1 have been satisfied with respect to a commercial arrangement or a contract:
- (a) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (b) the commercial arrangement or a contract shall not, by reason of that director’s interest, be avoided.
 - (c) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

30. CONTRACTS WITH SECRETARY ~~{XE "CONTRACTS WITH SECRETARY"}~~

- 30.1 Subject to Rule 30.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (a) the Secretary;
 - (b) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
 - (c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- 30.2 Rule 30.1 does not prevent the Club entering into a contract with any of the above persons which is:
- (a) a contract of employment; or
 - (b) entered into as a result of an open tender process conducted by the Club in accordance with the Regulations 47J of the Registered Clubs Regulations 1996;
 - (c) otherwise permitted by the Registered Clubs Act.

31. REMOVAL FROM OFFICE OF DIRECTORS ~~{XE "REMOVAL FROM OFFICE OF DIRECTORS"}~~

- 31.1 The members in general meeting may by ordinary resolution:
- (a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office;
 - (b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.
- 31.2 Any person appointed pursuant to paragraph 31.1(b) shall hold office during such

time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

- 31.3 Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

32. VACANCIES ON BOARD ~~{XE "VACANCIES ON BOARD" }~~

32.1 The office of a member of the Board shall automatically be vacated if the person holding that office:

- (a) becomes insolvent under administration.
- (b) is convicted of any offence referred to in Section 206B of the Act.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (d) is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (e) by notice in writing given to the Secretary resigns from office as a director.
- (f) becomes prohibited from being a member of the Board by reason of any order made under the Act or is disqualified from holding office as a director pursuant to any order or declaration made under the Registered Clubs Act.
- (g) ceases to be a member of the Club.
- (h) becomes an employee of the Club.

32.2 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only in accordance with the Triennial Rule set out in Rule 24A.

32.3 Notwithstanding any other provision contained in this Constitution, the continuing directors on the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

32.4 (a) Notwithstanding any other provision of this Constitution, the Board may, in its absolute discretion, appoint a member who does not satisfy the requirements of Rule 24.4 to fill a casual vacancy if the Board resolves that the member has a particular skill or skills or acumen or if he works in a particular profession or trade which make it desirable for the member to be a Director notwithstanding the fact that the member does not satisfy the requirement of Rule 24.4;

- (b) Any member appointed to fill a casual vacancy by the Board exercising its power pursuant to paragraph (a) of this Rule 32.4 shall be eligible to stand for and be elected to the Board in the election held for that position at the next Annual General Meeting following the member's appointment pursuant to the procedures in Rule 24A.

33. GENERAL MEETINGS~~{XE "GENERAL MEETINGS"}~~

- 33.1 A general meeting of the members of the Club must be held for a proper purpose.
- 33.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.
- 33.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- 33.4 (a) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.
- (b) In this Rule 33.4 the term "the request" shall mean the request referred to in paragraph(a).
- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Secretary.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.
- (g) The meeting referred to in paragraph (f) of this Rule 33.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be

called. The meeting must be held not later than three (3) months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the Register of Members and the Secretary must give the members the copy of the Register without charge.
- (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if that director proves that he or she took all reasonable steps to cause the directors to comply with this Rule 33.4. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

NOTICE OF -GENERAL MEETINGS

33.5 At least twenty one (21) days notice ~~in writing~~ of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor by:

- (a) posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting; and
- (b) posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club website for a period of not less than twenty one (21) days prior to the date of the meeting; and
- (c) posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) on the Club Facebook Page on a date which is not less than twenty one (21) days prior to the date of the meeting; and
- (d) posting of such notice of a general meeting of the members of the Club (including an Annual General Meeting) in the foyer of the Club for a period of not less than twenty one (21) days prior to the date of the meeting; and
- (e) emailing a copy of such notice of general meeting to members of the Club who have provided the Club with a valid email address on their latest membership application form, and to the email address of the auditor, on a date which is not less than twenty one (21) days prior to the date of the meeting.

~~33.5~~33.6 A notice of a general meeting of the Club's members must:

- (a) set out the place, date and time of the meeting; and
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

~~33.6~~ A copy of a notice of a general meeting of the members of the Club (including an

~~Annual General Meeting) shall also be posted on the Club Notice Board for a period of not less than twenty one (21) days prior to the date of the meeting.~~

- 33.7 Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

- 33.8 The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting; and
 - (b) to receive and consider the reports referred to in Rule 36.3'
 - (c) to declare the results of the election for the positions of the Board to be filled that year in accordance with the Triennial Rule set out in Rule 24A;
 - (d) to appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) to deal with any other business of which due notice has been given to the members.
- 33.9 (a) The Chairperson of the Annual General Meeting must 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.
- (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 33.10 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.
- 33.11 The auditor 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.
- 33.12 The auditor is entitled to be heard even if:
- (a) the auditor retires at the meeting; or
 - (b) the meeting passes a resolution to remove the auditor from office;
 - (c) the auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

PROCEEDINGS- AT -GENERAL MEETINGS

- 33.13 The President shall be entitled to take the chair at every general meeting. If the President is not present or is unwilling or unable to act then the Vice President shall preside as chairperson of the meeting. If the Vice President is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to preside as chairperson of the meeting.
- 33.14 Subject to Rule 33.26, every member when eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.
- 33.15 No member of the Club who is also an employee of the Club shall be eligible to vote at any meeting of the Club.
- 33.16 Every question submitted to a meeting other than a Special Resolution shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members or by the chairperson) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- 33.17 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- 33.18 A demand for a poll may be withdrawn.
- 33.19 At any general meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL -MEETINGS

- 33.20 No business shall be transacted at any general meeting of members unless a quorum of members is present.
- 33.21 At any general meeting of the Club (including an Annual General Meeting), convened by the Board twenty-five (25) members present in person and eligible to vote shall be a quorum.
- 33.22 At any general meeting of the Club convened on the requisition of members pursuant to this Constitution, fifty (50) members present in person and eligible to vote shall be a quorum.
- 33.23 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:
- (a) be dissolved if it was convened at the request of members pursuant to Rule

33.4; or

- (b) 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.

33.24 If at any meeting adjourned pursuant to Rule 33.24 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

PROXY -VOTING PROHIBITED

33.25 A person shall not:

- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board

as the proxy of another person.

ADJOURNMENT OF GENERAL- MEETINGS

33.26 The Chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

33.27 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

33.28 A resolution passed at a meeting resumed after an adjournment 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.

33.29 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

34. MEMBERS' RESOLUTIONS AND STATEMENTS~~{ — XE — "MEMBERS' RESOLUTIONS AND STATEMENTS" }~~

MEMBERS' -RESOLUTIONS

34.1 The following members may give the Secretary notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at a general meeting.

34.2 The notice must:

- (a) be in writing;
 - (b) set out the wording of the proposed resolution; and
 - (c) be signed by the members proposing to move the resolution.
- 34.3 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
- 34.4 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.
- 34.5 If the Secretary has been given notice of a resolution under Rule 34.1, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- 34.6 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.
- 34.7 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.
- 34.8 The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.
- 34.9 The Club need not give notice of the resolution:
- (a) if it is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

- 34.10 Members may request the Club to give to all its members a statement provided by the members making the request about:
- (a) a resolution that is proposed to be moved at a general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 34.11 The request must be made by:
- (a) members with at least 5% of the votes that may be cast on the resolution; or
 - (b) at least 100 members who are entitled to vote at the meeting.
- 34.12 The request must be:
- (a) in writing;

- (b) signed by the members making the request; and
 - (c) given to the Secretary.
- 34.13 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.
- 34.14 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.
- 34.15 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 34.16 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.
- 34.17 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- 34.18 The Club need not comply with the request:
- (a) if the statement is more than 1,000 words long or defamatory; or
 - (b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

35. MINUTES~~{XE "MINUTES"}~~

- 35.1 The Club must keep minute books in which it records:
- (a) proceedings and resolutions of general meetings of the Club; and
 - (b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);
 - (c) resolutions passed by directors without a meeting.
- 35.2 The Club must ensure that:
- (a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
 - (b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- 35.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

36. ACCOUNTS AND REPORTING TO MEMBERS~~{ XE "ACCOUNTS AND REPORTING TO MEMBERS" }~~

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- 36.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- 36.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- 36.3 (a) The Board shall not less than twenty one days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with section 317 of the Act the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;
 - (ii) the directors' report;
 - (iii) the auditor's report on the financial report.
- 36.4 Instead of sending members the reports referred to in Rule 36.3 the Board may send members a concise report for the financial year ending on the last day of June immediately preceding the Annual General Meeting;
- 36.5 A member may request the Club:
- (a) not to send them the material required by Section 314 of the Act or by this Rule 36; or
 - (b) to send them a full financial report and the directors' report and auditor's report.

A request may be a standing request or for a particular financial year. The member is not entitled to a report for a financial year earlier than the one before the financial year in which the request is made.

- 36.6 The time for complying with a request under paragraph (c) of this Rule 36 is:
- (a) 7 days after the request is received; or
 - (b) the deadline for reporting referred to in paragraph (a) of this Rule 36.

37. FINANCIAL YEAR~~{XE "FINANCIAL YEAR"}~~

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

38. AUDITORS~~{XE "AUDITORS"}~~

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

39. SECRETARY ~~{XE "SECRETARY"}~~

39.1 At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

40. EXECUTION OF DOCUMENTS ~~{XE "EXECUTION OF DOCUMENTS"}~~

40.1 The Club shall have a Seal.

40.2 The Board must provide for the safe custody of the Seal.

40.3 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:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

40.4 The Club may execute a document (including a deed) without using the Seal if that document is signed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

41. NOTICES ~~{XE "NOTICES"}~~

41.1 A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution or by sending it by electronic means as permitted by the Act ~~if requested by a member.~~

41.2 Where a notice is sent by post to a member in accordance with Rule 41.1 the notice shall be deemed to have been received by the members:

- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
- (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

41.3 The signature to any notice to be given by the Club may be written or printed.

42. INDEMNITY TO OFFICERS ~~{XE "INDEMNITY TO OFFICERS"}~~

- 42.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 42.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

43. CLUB COMPETITIONS ~~{XE "CLUB COMPETITIONS"}~~

- 43.1 The Board shall arrange and control all competitions and matches other than those competitions and matches conducted by a sub-club or Committee of the Club created pursuant to this Constitution and their decision on all points connected therewith shall be final.

44. INTERPRETATION ~~{XE "INTERPRETATION"}~~

- 44.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

45. AMENDMENTS TO CONSTITUTION ~~{XE "AMENDMENTS TO CONSTITUTION"}~~

- 45.1 This Constitution can only be amended by way of Special Resolution passed at a general meeting of the members of the Club. Life members, Social Bowling members and Club members shall be the only members eligible to vote on any Special Resolution to amend this Constitution.

46. GENERAL

- 46.1 This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in this 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.
- 46.2 Any member who has a matter of immediate concern about the service provided by the Club or the conduct of any person in the Club shall bring the relevant facts, matters and circumstances to the attention of the Secretary and in his or her absence to the senior manager of the Club then on duty at the Club but not to any other employee of the Club.