

**SOUTH CRONULLA BOWLING  
AND RECREATION CLUB LTD**

**ARTICLES OF ASSOCIATION**

**Adopted June 27<sup>th</sup> 1987**

**Adopted August 21<sup>st</sup> 1988**

**As amended August 14<sup>th</sup> 1994**

**As amended March 30<sup>th</sup> 1995**

**As amended August 3<sup>rd</sup> 1997**

**As amended August 26<sup>th</sup> 2007**

**As amended May 15<sup>th</sup> 2011**

**As amended August 29<sup>th</sup> 2021**

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<b>PREAMBLE</b>
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The Name of the Club is South Cronulla Bowling and Recreation Club Limited

Bowls New South Wales Limited is recognised by the Club as authority for Bowls in New South Wales and the National Sporting Organisation as national authority for Bowls in Australia.

The Objects of the Club are established to:

- (a) operate to conduct, encourage, promote and administer the game of Bowls and other sports as expedient throughout the local area;
- (b) act, always, on behalf of and in the interest of Members and Bowls in the local area;
- (c) advance the operations and activities of the Club throughout the local area;
- (d) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

<b>DEFINITIONS AND INTERPRETATIONS</b>
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1. In these Articles unless there be something in the subject or context inconsistent therewith:

“Annual General Meeting” means the Annual General Meeting held each year as required by the Corporation Law and these Articles.

“Articles of Association” means these Articles of Association.

“Bowls” means the sport of Bowls as recognised by World Bowls Limited from time to time and includes Bowls for athletes with all abilities.

“Board” means the Directors of the Club.

“By-laws” means the By-laws of the Club for the time being in force.

“Club” means South Cronulla Bowling and Recreation Club Limited.

“Corporation Law” means the Corporation Law of New South Wales as amended from time to time or any statute code or provision enacted in its place whether by the State of New South Wales or the Commonwealth of Australia.

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

“Member” means a person who is a Full Member, an Honorary Member or a Temporary Member of the Club.

“Memorandum of Association” means the Memorandum of Association of the Club when formed, approved and signed 13<sup>th</sup> November 1954.

“Month” means calendar month.

“Notice Board” means the board or boards provided in the Club premises on which notices for the information of members are posted.

“Objects” means the objects of the Club as set out in the Preamble of these Articles.

“Office of the Club” means the Registered Office for the time being of the Club.

“Officer” means an officer as defined in Chapter 1 Part 1.2 Section 9 of the Corporation Act 2001 (CTH)

“Register” means the Register of Members kept pursuant to the Corporation Law and the Registered Clubs Act.

“Registered Clubs Act” means the Registered Clubs Act, 1976 as amended from time to time.

“Special Resolution” means a resolution referred to in Clause 59 of these Articles.

“Written” or “in writing” includes printing, lithography, photocopying and other modes of reproducing or representing words in a visible form including messages by electronic means.

Words importing the singular number include the plural and vice versa.

Words importing any gender include every other gender.

References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation. These Articles for the purposes of the Registered Clubs Act and for all purposes be deemed to be the rules of the Club. The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the clauses in these Articles nor limit or govern the construction of these Articles.

## **MEMBERSHIP**

2. The number of members of the Club is declared not to exceed one thousand (1000) but the Board may from time to time increase or decrease the number of members in accordance with the Registered Clubs Act.
3. The membership of the Club shall be divided into the following categories:
  - (a) Ordinary members
  - (b) Life members
  - (c) Honorary members
  - (d) Temporary members

4. Ordinary membership of the Club shall consist of the following classes or classifications:
- (a) Bowling member
  - (b) Social member
  - (c) Junior member
  - (d) Restricted member
5. (a) “Bowling Member” shall mean a person who having been elected a Bowling Member shall have paid the entrance fee (if any) and the applicable annual subscription. A Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any meetings of the Club.
- (b)(i) “Social Member” shall mean a person who having been elected a Social Member shall pay the entrance fee (if any) and the applicable annual subscription.
- (ii) Social Members shall be entitled to the social privileges and advantages of the Club and shall be eligible to attend and vote in the election of the Board of the Club at its Annual General Meeting but shall otherwise not be entitled to attend or vote at any other meeting of the Club.
- (iii) Social Members shall not be entitled to
- (a) Stand for or be elected or appointed to the Board of the Club.
  - (b) Propose or second any member for election or appointment to the Board.
  - (c) Vote on any Special Resolution.
  - (d) Propose or second any person for membership of the Club.
  - (e) Subscribe their names to any requisition referred to in Article 50, nor shall they be permitted to submit any Notice of Motion, resolution or statement for circulation to the members in relation to any meeting of the Club.
- (c) “Junior Member” shall mean a person under the age of eighteen (18) years who is a bowler and having been elected a Junior Member shall pay the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, a Junior Member shall be entitled to such of the playing privileges and to use such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at any meetings of the Club.
- (d) “Restricted Member” shall mean a Bowling Member who by reason of age, physical disability or for some other reason approved by the Board is unable to exercise the full advantage or the rights privileges and advantages of a Bowling Member and who having been transferred from the classification of Bowling Member to the classification of Restricted Member shall pay the annual subscription provided in these Articles. A Restricted Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under these Articles (with exception of the right to hold office under Article 28 hereof) and the words Bowling Member and the words “Financial Bowling Member” wherever herein appearing shall except as aforesaid and except as to payment of subscription mean and include a Restricted Member. It shall be a condition precedent to the transfer of a member from the classification of a Bowling Member to the classification of a Restricted Member that such member shall have been a Financial Bowling Member of the Club for a period of five (5) consecutive years at least and such member has requested in writing approval to transfer to such classification.

6. (a) “Life Member” shall mean any member who may, in consideration of long and meritorious service to the Club or for any other commendable reason, be elected at any general meeting by two-thirds of the members present and entitled to vote as a Life Member of the Club provided that such nomination is made in writing by two Bowling Members and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination.
  - (b) A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under these Articles.
  - (c) A Life Member shall not be obliged to pay any entrance fee and/or annual subscription.
7. (a) “Honorary Member” shall mean any Patron of the Club or prominent citizen or local dignitary visiting the Club who is elected as an Honorary Member by the Board.
  - (b) Honorary Members shall be entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on invitation of, the Board from time to time.
  - (c) The Board shall have power to determine the duration of honorary membership and to cancel the honorary membership of any person at any time without assigning any reason.
  - (d) Honorary Members shall not be entitled to attend or vote at any meeting of the Club or to be elected as officers of the Club.
  - (e) Honorary Members shall not be obliged to pay any entrance fee and/or annual subscription.
8. (a) “Temporary Member” shall mean:
  - (i) A member of another Registered Club with similar objects to those of the Club.
  - (ii) A member of any other Bowling Club or any other bona fide Club who at the invitation of the Board or a Full Member attends at the Club on any day for the purpose of participating in an organised sport or competition to be conducted by the Club on that day when they so attend the Club until the end of that day.
  - (iii) A person whose ordinary place of residence is not more than the distance designated by the Registered Clubs Act from the Club is not eligible for admission as a Temporary Member unless the criteria in (i) and (ii) above is met.
  - (b) Temporary Members shall be entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on the invitation of, the Board from time to time.
  - (c) The Board shall have the power to extend the duration of temporary membership and to vary or cancel the temporary membership of any person at any time without assigning any reason.
  - (d) Temporary Members shall not be entitled to attend or vote at any meetings of the Club or to be elected or appointed as officers of the Club.

- (e) Temporary Members shall not be obliged to pay any entrance fee and/or annual subscription.
9. No person under the age of eighteen years shall be admitted as a member of the Club other than as a Junior Member or a Temporary Member pursuant to Article 8(a)(i) or (ii).
10. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all privileges and advantages of such membership.

<p><b>ADMISSION OF MEMBERS</b></p>
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11. (a) Candidates applying for membership as a Bowling Member or as a Junior Member of the Club shall be proposed by one Bowling Member or Life Member and seconded by another Bowling Member or Life Member of the Club. The nomination form shall set out the full name, address, occupation and date of birth of the nominee and shall be in the form and contain such particulars as are from time to time determined by the Board and shall be signed by the proposer and the seconder and nominee.
- (b) The application for Ordinary membership, shall be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- (c) The application for Ordinary membership shall be lodged with the Administrative Officer and particulars of the nomination for Ordinary membership shall be posted on the Notice Board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of any candidate.
- (e) The election of Ordinary Members shall be by the Board at a meeting or meetings duly convened. The Administrative Officer of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.
- (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Administrative Officer shall return to such refused candidate the amount of any entrance fee and subscription lodged with the application.
- (g) The Board shall have power to make By-laws regulating all matters in connection with the election of a member not otherwise provided in these Articles.
12. The Administrative Officer shall forthwith advise such nominee of their election. Upon such election and payment of any unpaid fees and/or annual subscription specified in the account rendered to them with the notice of election the nominee shall become a member of the Club and will be bound by the Memorandum and Articles of Association and By-laws of the Club.
13. Every person elected to membership shall be required to pay within one month of the date of notice of election any unpaid fees and/or annual subscription specified in the account rendered to them with the notice of election failing which payment the election shall be null and void.

<b>DISCIPLINARY HEARINGS</b>
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14. (a) If a member shall wilfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render that member unfit for membership the Board shall have the power by resolution to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member and delete that member's name from the register of members PROVIDED THAT:

(i) At least seven (7) days before the meeting at which any resolution is passed the member concerned shall have been notified in writing by certified post sent to the registered address of the member of the intention of the Board to consider the matter and requested to be present at the meeting and that such member shall at such meeting and before any such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence as the member may think fit.

If the member fails to attend at the time and place specified without reasonable excuse the matter shall be heard and dealt with and the Board will decide on the evidence before it notwithstanding the absence of such member. Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board may at its discretion order the refund of any subscription or any part of it to that member during the current financial year in which such member be expelled or suspended.

(ii) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.

(iii) Any resolution under this Article shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.

(b) Any member notified, or any member proposed to be notified in accordance with paragraph (a) may immediately be suspended on the vote of a simple majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.

(c) Any resolution of the Board pursuant to paragraph (a) need not state the grounds, facts or opinions upon which it is based.

(d) No member dealt with in accordance with this Article shall have any right or action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.

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15. A member may at any time by giving notice in writing to the Administrative Officer resign their membership of the Club but shall continue to be liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of the resignation and for any sum not



exceeding two dollars (\$2.00) as a member of the Club under Clause 5 of the Memorandum of Association of the Club.

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

**ADDRESS OF MEMBERS**

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

18. The Administrative Officer shall keep a Register of:

(a) Persons who are Ordinary and Life Members. The register of Ordinary and Life Members shall contain the full name, address and occupation of each member and classification in the case of an Ordinary Member and the date upon which they paid their last annual subscription.

(b) Persons who are Honorary or Temporary Members, other than visitors taking part in a game or competition on a particular day. The register of Honorary or Temporary Members shall contain the full name and address of such member and, where appropriate, the dates of the period of membership.

19. (a) Only the following members shall be entitled to attend and vote at any meetings of the Club:

- (i) Bowling Members
- (ii) Restricted Members
- (iii) Life Members
- (iv) Social Members (Subject to Article 5(b)(ii) of these Articles)

(b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.

(c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.

20. No member (other than a Life Member) shall be entitled to be present or vote at any meeting of the Club or to be elected or appointed to any office unless they shall have paid all or any entrance fees and annual subscriptions and all other monies due to the Club at the time of such meeting, election or appointment.

**SUBSCRIPTIONS AND ENTRANCE FEE**

- 21. The annual subscription payable by each class of member shall be such amount, not being less than \$2.00, as shall be determined by the Board from time to time.
- 22. (a) The annual subscriptions shall fall due on the 1<sup>st</sup> day of July in each year and shall be paid annually in advance provided always that the Board shall have the right on request of a Bowling Member to allow payment of the annual subscription by quarterly or half yearly instalments in advance.  
  
(b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and their name be removed from the Register and the member may be disqualified from all Club competitions in which the member may be participating.
- 23. The Board may at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
- 24. All newly elected Ordinary Members shall be liable for the then current year's subscription, but any person elected to membership as an Ordinary Member after the 1<sup>st</sup> day of January in any year shall be liable to pay one-half of the subscription payable for the then current year.
- 25. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

- 26. The Board shall consist of not less than five (5) and not more than nine (9) Directors who shall comprise a Chairman, a Deputy-Chairman, an Administrative Officer, a Treasurer and up to five (5) other Directors.
- 27. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Articles, the Corporation Law and the Registered Clubs Act, shall be eligible for re-election.  
  
(b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.
- 28. Only Bowling Members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.

29. No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected or appointed to the Board.
30. No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.
31. (a) Nominations for election of a Director shall be made in writing and signed by two Bowling Members who are entitled to attend and vote at meetings of the Club pursuant to these Articles and by the nominee who shall also signify their consent to the nomination.
- (b) Nominations shall cease fourteen (14) clear days prior to the date of the Annual General Meeting.
32. The Administrative Officer shall immediately after closing of nominations post the names of all the candidates and their proposers on the Notice Board.
33. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number so nominated for these positions an election by secret ballot shall take place in respect of those positions but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (b) If, after the closing of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position may be called for at the Annual General Meeting prior to the election for that position.
- (c) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Articles.
34. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporation Law or the Registered Clubs Act, the office of a Director becomes vacant if the Director:
- (a) 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.
- (b) Resigns their office by notice in writing to the Club.
- (c) Is absent from three (3) consecutive Board meetings without leave of absence.
35. The Board may at any time appoint any eligible Bowling Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
36. The Club may by a resolution of Bowling Members entitled to vote at a general meeting remove any Director or all Directors before the expiration of their period of office and appoint another or other Director or other Directors as the case may be in their place. The person or

persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if they had not been so removed.

37. Subject to the provisions of the Memorandum of Association no Director shall receive any remuneration for services in their capacity as a Director.

<p><b>BOARD OF DIRECTORS (POWERS AND DUTIES)</b></p>
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38. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles, the Corporation Law or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:

(a) To appoint from among its members or members of the Club committees for any purpose whatsoever which from time to time it may think desirable (including, without limiting the generality of the foregoing, committees for the purpose of organising and supervising the playing of the game of bowls by male and/or female members and to delegate to any such committee such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing the committee the quorum of all committees shall consist of a majority of the members of such committee.

(b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(c) To engage appoint control remove discharge suspend and dismiss such managers, secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.

(d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.

(i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debenture or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(j) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time **PROVIDED THAT** the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.

(k) Subject to the Registered Clubs Act, to fix the maximum number of each class of Ordinary members who may be admitted to the Club.

(l) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.

(m) To permit prohibit control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.

(n) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.

(o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.

(p) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:

(i) Such matters as it is specifically by these Articles empowered to do.

(ii) The general management control and trading activities of the Club.

(iii) The control and management of the Club premises.

(iv) The management and control of play and dress on the greens.

(v) The upkeep and control of the greens.

(vi) The control and management of all competitions.

(vii) The conduct of members and guests of members.

(viii) The relationship between the members and Club servants.

(ix) Generally all such matters as are commonly the subject matter of Club rules or By-laws or which by the Memorandum and Articles of Association, the Corporation Law or the Registered Clubs Act are not reserved for decision by the Club in general meeting.

39. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.

<p><b>BOARD OF DIRECTORS (PROCEEDINGS)</b></p>
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40. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be two-thirds (2/3) of the members of the Board.

41. The Chairman may at any time, and the Administrative Officer shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.

42. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.

43. The Chairman of the Board shall if present preside at all meetings of the Board. In their absence the Deputy-Chairman shall preside and in the event of a Chairman and Deputy-Chairman being absent the meeting shall elect a member of the Board to be chairman of the meeting. The chairman of such meeting shall in the case of an equality of votes have a casting vote in addition to their deliberative vote.

44. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a general meeting of the Club.

45. (a) If all Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

(b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

(c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.

46. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.

47. No officer shall be disqualified by their office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any officer shall in any way be interested be avoided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such officer holding that office or of the fiduciary relationship thereby established but it shall be the duty of the officer to declare the nature of their interest at a meeting of the Board and it shall be the duty of the Administrative Officer to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at a meeting of the Board at which the question of entering into the contract is first taken into consideration or if the officer was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after they became so interested. A general notice given to the Board by an officer to the effect that they are a Director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangement. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that they have guaranteed or joined in guaranteeing repayment of such loan or any part of such loan. Nothing in this Article shall be construed so as to limit or restrict in any way the provisions of the Corporation Law or the Registered Clubs Act.

## MEETING OF MEMBERS

48. The Annual General Meeting of the Club shall be held as soon as practicable after 1<sup>st</sup> July and not later than 30<sup>th</sup> September in each year at such time and place as may be prescribed by the Board. At least fourteen (14) days written notice of the Annual General Meeting shall be given to each member of the Club entitled to attend and vote at such meeting.

49. All General Meetings other than the Annual General Meeting shall be called General Meetings.

50. A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairman of the Board and shall be called by the Administrative Officer upon receipt of a requisition (which need not be in one document) signed by not less than 5% of members entitled to attend and vote stating the business to be considered. The date of such meeting shall be within thirty (30) days of receipt of the requisition and if the meeting be not so called the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register and any other records necessary for the purpose of calling a General Meeting.

51. Every notice convening a General Meeting or an Annual General Meeting shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the

Corporation Law or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.

52. The period of notice in respect of a General Meeting or an Annual General Meeting shall be at least fourteen (14) days except in the case of a meeting convened for the purpose of passing, or for purposes which include the passing of, a Special Resolution in which event the period of notice shall be at least twenty-one (21) days.

53. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

54. No business shall be transacted at a General Meeting or an Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Fifty (50) members entitled to vote shall constitute a quorum at a General Meeting or an Annual General Meeting.

55. If a quorum is not present within half an hour from the time appointed for the meeting:

(a) Where the meeting was convened upon the requisition of members – the meeting shall be dissolved.

(b) In any other case:

(i) The meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place, and

(ii) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.

56. The business of the Annual General Meeting shall be as follows:

(a) To confirm the Minutes of the previous Annual General Meeting.

(b) To receive and consider the reports of the Board.

(c) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor.

(d) To elect the Board for the ensuing year.

(e) To deal with any business of which due notice has been given.

57. All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Administrative Officer at least thirty (30) days prior to the date of such meeting.

58. The Chairman shall preside at all meetings of the Club. In the event of the Chairman being absent the Deputy-Chairman shall preside and in the event of the Chairman and Deputy-Chairman being absent the members of the Board present shall elect a Director to be chairman of



the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairman of the meeting.

59. (a) Every question or motion submitted to a meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting shall both on show of hands and on a poll have a casting vote in addition to the vote to which they are entitled as a member.

(b) An *ordinary resolution* is passed if supported by more than half of the votes cast by those members according to these Articles entitled to vote on the proposed resolution.

(c) A *special resolution* is passed if supported by at least three-quarters of the votes cast by those members according to these Articles entitled to vote on the proposed resolution.

(d) Postal, electronic and proxy voting is not permitted at any General Meeting.

60. At any meeting unless a poll is demanded by the chairman of the meeting or by at least ten (10) members present and entitled to vote at the meeting a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to the effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

61. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.

62. The chairman of the meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

63. (a) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

64. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken at the meeting forthwith.

65. The Board shall cause minutes to be kept by the Administrative Officer in books provided for the purpose:

(a) Of all appointments of officers made by the Club.

(b) Of the number of members present and voting at meetings of the Club.

- (c) Of all resolutions and proceedings at all meetings of the Club.

<b>FINANCIAL YEAR</b>
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66. The financial year of the Club for the purpose of audit shall close on the 31<sup>st</sup> day of May in each year.

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67. The Board shall cause correct and proper accounts and records to be kept with respect of all monetary and all other transactions of the Club in accordance with the Corporation Law and the Registered Clubs Act.

68. The Board shall:

(a) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.

(b) Within 48 hours after the meeting of the Board of the Club to which such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club, and

(c) Cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than fourteen (14) days.

69. The books of account shall be kept at the office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.

70. (a) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board be laid before the Annual General Meeting.

(b) The report of the Board referred to in paragraph (a) shall, without limiting the requirements of the Corporation Law and the Registered Clubs Act, include statements showing:

(i) The amount (if any) written off for depreciation and provisions.

(ii) The amount (if any) which the Board proposes to transfer to the Reserve Fund or Funds of the Club.

(iii) The number of members of each class registered in the register of members at the date of the preparation of the report.

(iv) The names of Directors.

(c) A copy of the Balance Sheet, Profit and Loss Account and Auditor’s Report (if any) accompanied by a copy of the report of the Board shall be served personally or by post on each Bowling Member who in writing elects to receive them and shall be posted on the Notice Board at least fourteen (14) days before the date of the Annual General Meeting at which the said accounts and reports are to be presented.

**AUDITOR**

71. If required by the Corporations Law, the Registered Clubs Act or if determined by the members at a general meeting an Auditor shall be appointed and their duties regulated in accordance with the provisions of the Registered Clubs Act and the Corporation Law.

72. The Board shall appoint a person to be the secretary of the Club as required and as defined by the Registered Clubs Act and who shall be approved by the relevant Liquor & Gaming Authority and manager of the licensed premises.

73. (a) Upon the invitation and in the company of a Full Member (not being a Junior Member) a person (herein called a “guest”) may have the use of the Club’s facilities provided that the guest has entered their name and address in the register kept for the purpose by the Club and which register is countersigned by the member.

(b) No Full Member shall introduce a guest more frequently than may for the time being be provided by By-law.

(c) A Full Member shall be responsible for the conduct of any guest they may introduce to the Club and the guest shall remain in the reasonable company of the member and shall not remain on the premises any longer than the member.

(d) No liquor shall be sold supplied or disposed of on the premises of the Club except to a member or guest.

(e) The Board may refuse a guest admission to the Club premises (or any part thereof) without assigning any reason.

74. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors who shall sign every instrument to which such seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Administrative Officer or some other person appointed by the Board.

75. A notice may be given by the Club to any member either personally or by sending it by post or by electronic means to their registered address or electronic mail address. If they have no registered address within the State of New South Wales to the address, if any, within the said State supplied by them to the Club for the giving of notices. Where a Notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected, at the time at which the notice would have been delivered in the ordinary course of post. Where a notice has been sent by electronic means service of the notice shall be deemed to be effected the next business day after it was sent. A notice posted up on the Notice Board for a period of 14 days shall be deemed to be well served personally.

## ALTERATION OF ARTICLES

76. These Articles shall not be altered except by Special Resolution.

## INSPECTION OF RECORDS

77. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By-law or authorised by the Board or by the Club in General Meeting.

78. Every Officer Auditor or Agent and every member of any committee or sub-committee constituted under these Articles and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by them as such Officer Auditor or Agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.

## WINDING UP

79. Every Member of the Club undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding two dollars (\$2.00).

80. If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst Members of the Club. Instead, the assets or property shall be given or transferred to some other organisation(s) that has objects similar to those of the Club. Such organisation(s) must prohibit the distribution of its or their income and property among its members to an extent at least as

great as that imposed on the Club by these Articles. The organisation(s) is to be determined by the Members in a General Meeting at or before the time of winding up or dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.