



STAMP DUTY  
ONE POUND  
TEN SHILLINGS

NEW SOUTH WALES

No. 558754

## **CERTIFICATE OF INCORPORATION OF COMPANY**

The Companies Act, 1936.  
(Section 28)

### **THIS IS TO CERTIFY**

- (1) that ALEXANDRIA-ERSKINEVILLE BOWLING CLUB LIMITED is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the nineteenth day of June, one thousand nine hundred and fifty-six.
- (3) that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this nineteenth day of June,  
one thousand nine hundred and fifty-six.

A. SWANSON  
L.S.,  
Deputy Registrar General

Exd.

Memorandum of Association  
of  
**Alexandria-Erskineville  
Bowling Club Limited**

1. *The name of the Club is "Alexandria-Erskineville Bowling Club Limited".*
2. *The registered office of the Club shall be situated at Erskineville near Sydney in the State of New South Wales.*
3. *The objects for which the Club is established are:—*
  - (a) *To promote the game of bowls and such other sports, games and pastimes, indoor and outdoor, as the Club may deem expedient and to provide trophies and prizes in connection therewith.*
  - (b) *In furtherance of the objects of the Club to acquire and hold freehold or leasehold property (including permissive occupancies) or any rights or privileges which the Club may think necessary or convenient for its purposes. In the event of the Club taking or holding any property which may be subject to any trusts, the Club shall only deal with the same in such manner as allowed by law having regard to such trusts.*
  - (c) *To construct and maintain grounds, greens, lawns, pitches, and all or any such other grounds as the Club may determine, and to construct and maintain a Club House or Pavilion in connection with the same containing such accommodation and conveniences as the Club may from time to time determine, and to further construct and maintain such other buildings as the Club may deem requisite and to take over or adopt any contracts of agreements whatsoever made on behalf of the Club prior to the registration thereof, and whether expressly so made or otherwise, and to indemnify any person or persons for any liability incurred by him or them hereunder. Subject as aforesaid to take over the assets and liabilities of the unincorporated association known as the "Alexandria-Erskineville Bowling Club".*
  - (d) *To lease the grounds, club house, and premises, or any part or parts thereof, or any rights or privileges in connection therewith to any person or persons, company or companies, club or clubs, body or bodies of persons or individuals (and in cases whether incorporated or otherwise) upon such terms and conditions generally as the Club may determine.*
  - (e) *To establish, conduct, and carry on any sports, tournaments or amusements, or to co-operate with any company or companies, club or clubs, person or body or bodies of persons or individuals in establishing, conducting and carrying on the same.*
  - (f) *To carry on the business of caterer for the purpose of supplying refreshment, liquid or solid, to persons using or to visitors to the Club House and premises, and to make application for and hold licenses for the sale of liquor or other commodities, and to transfer such licenses as and when the Club may think fit.*
  - (g) *To carry on the business of vendors of sports materials of all kinds.*
  - (h) *To sell the property and undertaking of the Club or any part thereof to any company or companies, club or clubs, person or persons, for such considerations as the Club may think fit, and in particular for cash and fully paid-up shares, or cash, or fully paid-up shares or partly paid-up or contributing shares, or debentures or other securities of any other company having objects altogether or in part similar or dis-similar to those of this Club.*
  - (i) *To borrow or raise the money in such manner as the Club shall think fit, and in particular by the issue of debentures, debenture stock, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, or by bank overdraft, mortgage, bill of sale, or otherwise, and if deemed*

*advisable to appoint trustees for the debenture-holders.*

- (j) To accumulate a reserve fund out of the income or otherwise for the purposes of the Club, and to appropriate for same or any part thereof or any of the Club's assets to specific purposes.*
  - (k) To invest or deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined by the Club.*
  - (l) To make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures or other negotiable or transferable securities.*
  - (m) For the purpose of furthering any objects of the Club to enter into any arrangements or co-operation or reciprocal concessions with any other Association or Club whether incorporated or not having objects similar to those of the Club.*
  - (n) To amalgamate with any other company, association or club having objects altogether or in part similar to this Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof.*
  - (o) If thought fit to obtain any Act of Parliament extending or restricting the power of the Club, or otherwise altering its constitution, or dissolving the Club and re-incorporating its members as a new Club, for such purposes and with such powers as may be determined.*
  - (p) To make, repeal, and amend all such rules, by-laws and regulations for the management of the Club, or otherwise, as may from time to time be deemed necessary.*
  - (q) To do all such things as are incidental or conducive to the above objects, and for that purpose to vest in the Board of Directors of the Club such powers as it may by its Articles of Association prescribe. Provided always that it shall not be lawful for the Club to impose on its members or to support with its funds any regulations, articles or rules which if an object of the Club would make it a trade union or would otherwise make its registration illegal.*
- 4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club, as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club, or to any member of the Club or other person in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding the rate for this time being charged by bankers in Sydney on overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Club, but so that no member of the Council of Management or governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such Council or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent on reasonable and proper rent for premises demised or let to the Club.*
- Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric light, water or telephone company of which a member of the Council of Management or governing body may be a member, or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment nor shall the preceding provisions of this Clause apply to prevent any member who may be a successful competitor in any competition or tournament held or promoted by the Club under its objects as set forth in this Memorandum or to the cost of establishing or promoting of which the Club may have subscribed out of its income or property from receiving any prize medal or other recognition which may under the regulations affecting such a competition or tournament be awarded to him.*

5. *The liability of (he members is limited.*
6. *Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding ten dollars fifty cents.*
7. *If upon the winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution, or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales, or such other Judge of that Court as may have or acquire jurisdiction in the matter, and if an so far as effect cannot be given to the aforesaid provision, then to some charitable object.*
8. *True accounts shall be kept of the sum of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the club and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being, Shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.*

# **ALEXANDRIA ERSKINEVILLE BOWLING CLUB LTD**

ACN 000 177 775

14 August, 1999

## **NOTICE OF MOTION BY CHIEF EXECUTIVE OFFICER**

### **TO AMEND THE CLUB'S CONSTITUTION IN ACCORDANCE WITH THE REGISTERED CLUB ASSOCIATION'S RECOMMENDATIONS.**

Page 16 Paragraph 14, insert new Sub-Paragraph as follows:-

- (g) *Accordance with section 67a of the Registered Clubs Act the Secretary or subject to paragraph (j) of this Rule an employee of the Club may refuse to admit to the Club any turn out, or cause to be Turned out, of the premises of the Club any person including any member;*
- (i) *Who is then intoxicated, violent, quarrelsome or disorderly; or*
  - (ii) *Who, for the purpose of prostitution, engages or uses any part of the Clubs premises of the Club; or*
  - (iii) *Whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or*
  - (iv) *Who hawks, peddles or sells any goods on the Premises of the Club; or*
  - (v) *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.*
- (h) *If pursuant to paragraph (g) of this Rule 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 paragraph (j) of this rule) 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.*
- (j) *Without limiting the provisions of Section 67a of the Registered Clubs Act the employees of the Club who are entitled to exercise the powers set out in this Rule shall be:*
- (i) *In the absence of the Secretary from the premises of the Club in senior employee then on duty; and*
  - (ii) *Any employee authorised in writing by the Secretary to exercise such powers.*
- (k) *The Secretary and any employee who has exercised any of the powers referred to in this Rule shall within 48 hours of doing so make a full written report to the Board of all facts, matters and circumstances relating to the exercise of the power.*

A.E.B.C. 1 Fox Ave Erskineville 2043

Ph (02) 9519 5749, (02) 9519 6096. A.H. 0419 251 218. Fax (02) 9517 1291

## **CORPORATION LAW**

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

### **ARTICLES OF ASSOCIATION**

*Of*

**ALEXANDRIA ERSKINEVILLE BOWLING CLUB LIMITED**

**ACN 000 177 775**

---

### **DEFINITIONS AND INTERPRETATIONS**

1. *In these articles unless there be something in the subject or context inconsistent therewith:*

*“The Act” means the Corporation Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Articles become binding on the Club shall have the meaning so defined.*

*The “Registered Clubs Act” means the Registered Clubs Act, 1976.*

*The “Annual General Meeting” means the Annual General Meeting held each year as required by the Act and these Articles.*

*The “By-Laws” means the By-Laws of the Club for the time being in force.*

*“The Club” means Alexandria Erskineville Bowling Club Limited (ACN 000 177 775).*

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

*“Month” means calendar month.*

*“The Office of the Club” means the registered office for the time being of the Club.*

*“Officer” means an officer as defined in Section 82A of the Act.*

*“The Board” means the directors of the Club.*

*“The Register” means the Register of Members kept pursuant to the Act and the Registered Clubs Act.*

*“In writing” or “written” includes printing lithography and other modes of reproducing or representing words in a visible form.*

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

*Words importing any gender include every other gender.*

*Reference 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 enactment or regulation substantially replacing any such enactment or regulation.*

*These Articles shall 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 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 (1,000) but the Board with the Registered Clubs Act **PROVIDED** that in no circumstances shall the number of Full members (as defined in the Registered Club Act) entitled to vote as hereinafter provided be less than the majority of the total number of Full members (as defined in the registered Clubs Act).*
- 3. The members of the Club shall consist of the following:*
  - I. All persons who at the date of the Special resolution adopting these Articles of Association are in the classifications of membership in the left hand column of the right hand column of the said schedule:*

### **SCHEDULE**

#### **Existing Classification**

*Bowling members – male*

*Bowling members – female*

*Associate Bowling members – male*

*Non bowling members – male*

*Non Bowling members – female*

#### **New Classification**

*Full members*

*Full members*

*Full members*

*Social members*

*Social members*

- II. All persons who at the date of the Special Resolution adopting these Articles of Association are life members and Junior Members – male and Junior Members – female shall remain in those classifications of membership subject to these Articles of Association.*
  - III. All persons who at the date of the Special Resolution adopting these Articles are Non Bowling members (male and female), (hereafter know as Social members) may within three months from the date of the Special Resolution by written notice given to the Secretary of the Club elect to be transferred to the new class of membership referred to in these Articles as Voting Social membership.*
- 4. Membership of the Club shall consist of the following classes or classifications:*
    - a) Full members*
    - b) Voting Social members*
    - c) Social members*
    - d) Junior members*
    - e) Life members*
    - f) Honorary members*
    - g) Temporary members*
    - h) Provisional members*
  - 5. a) **A Full member** shall be a person who has applied for and been elected to full membership of the Club in accordance with these Articles of Association. A full member shall be entitled to all of the playing and social privileges and advantages of the Club including the right to represent the Club in championships and pennant games of Bowls.*
    - b) **A Voting Social member** shall be a person who has been a Social member of the Club for two years and has applied for and been transferred to Voting Social membership in accordance with Article 3(c). Voting Social members shall be entitled to the social privileges and advantages of the Club, the right to play social bowls and the right to vote for the Board in accordance with these Articles.*

- c) **Social member** shall be a person who applied for and been elected to Social membership of the Club in accordance with these Articles. Social members shall be entitled to the social privileges and advantages of the Club and the right to play social bowls.
- d) **Junior member** shall be any person who has not attained the age of eighteen years but who satisfies the Board that he or she has an interest in taking an active part in the bowling activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a junior member of the Club and taking part in the bowling activities of the Club and who is elected to junior membership of the Club in accordance with these Articles:
  - i. Junior members shall be entitled to those privileges the Board may determine from time to time or as set out in these Articles but shall not be eligible to hold office, vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club;
  - ii. Junior members shall be permitted to use only those parts of the defined area of the Club for which an authority under Section 22 of the Registered Clubs Act is in force as Either a dining area or a non-restricted area but shall not be served with or consume alcohol in the Club.
- e) **A Life member** shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason is elected to Life membership of the Club at an Annual General Meeting by two thirds of the members present and entitles to vote provided that the members or Life members of the Club and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination. A Life member shall be entitled to all the rights and privileges and advantages of a Full member but shall not be required to pay any entrance fee or annual subscription. The number of Life members shall not exceed seven (7) at any one time.

#### **HONORARY MEMBERS**

- 6. The following persons may be made an 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;
  - b) Any prominent citizen or local dignitary visiting the Club
- 7. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominated 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.
- 8. 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;
  - b) The residential address of the Honorary Member;
  - c) The date on which an Honorary membership is conferred;
  - d) The date on which an honorary membership is to cease.

#### **TEMPORARY MEMBERS**

- 9. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-Law pursuant to these Articles.



- b) *Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under Registered Clubs Act and which have 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 or a full member 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 so attends the premises of the Club until the end of that day.*
  - d) *Any interstate or overseas visitor.*
- 10.
- a) *Temporary members shall not be required to pay an entrance fee or annual subscription;*
  - b) *Temporary member shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in any way;*
  - c) *Temporary members shall not be permitted to introduce guests into the Club;*
  - d) *A Director or Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;*
  - e) *No person under the age of 18 years may be admitted as a temporary member of the Club;*
  - f) *When a Temporary member (other than a Temporary member admitted pursuant to paragraph (a)(iii) of this article) first enters the Club premises on the day the following particulars shall be entered in the Club's Register of Temporary Members:*
    - (i) *The name in full of the temporary member;*
    - (ii) *The residential address of the temporary member;*
    - (iii) *The date of which temporary membership is granted.*
    - (iv) *The signature of the temporary member.*

#### **PROVISIONAL MEMBERS**

- 11.
- a) *Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays the Club the subscription appropriate to the class of the 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.*
  - b) *Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.*
  - c) *Provisional members shall be entitled only to the social facilities and amenities of the Club and 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 of the Club or to participate in the management, business and affairs of the Club in any way.*
- IV. *Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Article 11.*
12. *No person under the age of eighteen years shall be admitted as a member of the Club other than a Junior member or a Temporary member pursuant to Article 1, 9. (c).*

13. *Patrons may be appointed from time to time by the members in General Meeting and they shall thereupon be deemed to be an honorary members of the Club provided that any patron who is Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.*

#### **ADMISSION OF MEMBERS**

14. a) *Candidates for ordinary membership of the Club shall be proposed by one Full member or Life Member and seconded by another Full member or Life member of the Club. The nomination form shall set out the full name, address and occupation 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 seconder and nominee.*
- b) *The application for Ordinary membership shall, if required under By-law be accompanied by the amount of the entrance fee (if any) and annual subscription.*
- c) *The application shall be lodged with the Secretary and particulars of the nomination for Ordinary membership shall be posted on the Notice Board and shall remain posed 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 all candidates.*
- e) *The election of ordinary members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected. The Board shall have power to make By-laws regulating all matters in connection with the election of a member not otherwise provided by these Articles.*
- f) *The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount pf any entrance fee and subscription lodged with the application*
15. *Upon such election and payment of any unpaid fees and/or annual subscription specified in the account rendered to him 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. The Secretary shall forthwith advise such nominee of his election.*
16. *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 subscription specified in the account rendered to him with the notice of election failing which payment the election shall be null and void.*
17. a) *A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but shall continue to be liable for entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding ten dollars and fifty cents (\$10.50) as a member of the Club under Clause 6 of the Memorandum of Association of the Club.*
- b) *A person nominated for membership who formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.*
18. a) *If a member shall wilfully infringe any of these Articles of 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 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 **PROVIDED THAT:***
- i. *At least seven (7) days before the meeting at which any resolution is passed the member 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 his absence notwithstanding. 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 any member during the current financial year in which he shall 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 the Article is by secret ballot and is 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 clause (a) above 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) of the Article 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 of 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.*

*19. 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 by that very fact or act all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.*

#### **ADDRESSES OF MEMBERS**

*20. Every person shall on becoming a member furnish to the Secretary particulars of his address and occupation for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.*

#### **REGISTER OF MEMBERS**

*21. The Secretary shall keep in the office of the Club a Register of all members including Temporary Members and Honorary Members in the manner set out in Section 31 of the Registered Clubs Act.*

#### **VOTES OF MEMBERS**

- 22. (a) Only the following members shall be entitled to attend and vote at any meetings of the Club:
    - (i) Full members*
    - (ii) Life members**
  - (b) Voting Social members shall be entitled to attend and vote on the election of the Board or any director of the Club but otherwise shall have no other voting rights.*
  - (c) Every member when eligible to vote shall be entitled to vote on a show of hands and on the take of a poll and shall have one vote.*
  - (d) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.*
- 23. 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 to any office unless he shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting.*

## **SUBSCRIPTIONS AND ENTRANCE FEES**

24. *The annual subscription payable by each class of Ordinary members shall be such amount, not being less than Two Dollars (\$2.00) as shall be determined by the members at a meeting called for that purpose provided however that the subscriptions payable by Voting Social members shall at all times be twice that of Social members.*
25.
  - (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.*
  - (b) *If such subscription shall be unpaid on the day the defaulting member may be debarred or suspended from all privilege of membership and his name removed from the Register of Members and he may be disqualified from all Club competitions in which he may be participating.*
26. *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 classification of membership.*
27. *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 financial year.*
28. *The Board may at any time or times suspend the payment of entrance fee or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special that may arise.*
29. *The Board shall consist of not less than five (5) and not more than nine (9) directors who shall comprise a Chairman, two (2) Deputy Chairman, and a Treasurer and up to five (5) other directors.*
30. *The Board shall be elected annually by the members entitled to vote pursuant to Article 22.*
31. *Only full members and Life members shall be entitled to take part in the management of the Club and to stand for or be appointed elected to the Board.*
32. *No member of the Club who is also an employee of the Club shall be eligible to be elected or appointed to the Board.*
33.
  - (a) *Nominations for election of a director shall be made in writing and signed by two Full or Life members who are entitled to vote pursuant to these Articles and by the nominee who shall also signify his consent to the nomination.*
  - (b) *Nominations shall cease twenty-one (21) days prior to the date of the Annual general Meeting.*
  - (c) *The Secretary shall on receipt of nominations post the names of all candidates and their proposers on the Notice Board.*
34. *If the full number of candidates for the various positions on the Board is not nominated as prescribed then those candidates who are nominated shall be declared to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place at the Annual General Meeting in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.*
35. *No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate stand for or be elected to the Board.*

36. *In addition to the circumstances in which the office of a director becomes vacant by virtue of the office of a director becomes vacant if the director:*
- (a) *Becomes insolvent under administration or is convicted of any offence referred to in Section 229(3) of the Act.*
  - (b) *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.*
  - (c) *Is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.*
  - (d) *By notice in writing given to the Secretary resigns that office.*
  - (e) *Becomes prohibited from being a member of the Board by reasons of any order made under the Act or the Registered Clubs Act.*
  - (f) *Cease to be a member of the Club.*
  - (g) *Fails to declare the nature of the person's interest in a contract of office or property as Provided by and in accordance with the Act and these Articles.*
  - (h) *Becomes an employee of the Club.*
37. *The Board may at any time appoint a member referred to in Article 31 to be a director to fill a Casual vacancy and any director so appointed shall hold office until the next Annual general Meeting.*
38. *The Club shall by an ordinary resolution of members entitled to vote on the election of the Board or a director of the Club remove any director or all the directors before the expiration of his or their period of office and appoint another or other director or directors as the case may be in his or their place provided that special notice of that resolution has been given and the provisions of Section 227 of the Act have been observed. The person or persons so appointed shall hold office during such time only as the director or directors removed would have held office if he or they had not been so removed.*
39. *Subject to the provisions of the Memorandum of Association of director shall receive any remuneration for his service in his capacity as a director.*

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

40. *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 the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles or the 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 member 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 elected by members for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) and to delete to 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 ensure the fulfilment of any contracts or engagements entered into by the Club by Mortgaging or charging all or any of the property of f the Club as may be thought fit.*
- (f) *To institute, conduct, defend, compound or abandon any legal proceedings by or against 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 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 or 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 purpose of the Club in such a manner (with or without security) as the Board may think fit from time to time to vary or realise such investments.*
- (i) *From time to time as its discretion to borrow or secure the payment of any sum or sums of money for the purpose of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charges upon all or any of the Club's property both present and future or not so charges or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any Debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.*
- (j) *To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to 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 shall not be exercised with respect to any part of the Club's premises which may shall be registered under the provisions of the Registered Clubs Act without the consent of the Licencing Court being obtained.*
- (k) *Subject to Section 11 of the Registered 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 and relating to the use of 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 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 references 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 members 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 in the greens.*
  - (v) *The up-keep 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 are not reserved for decision by the Club in General Meeting.*

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

### **BOARD DIRECTORS (PROCEEDINGS)**

42. *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 and proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be five (5) Members.*
43. *The Chairman may at any time and the Secretary shall in the requisition of not less than three (3) directors convene a meeting of the Board.*
44. *Subject to these Articles questions arising at any 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.*
45. *The Chairman of the Board shall preside at all meetings of the Board. In his absence a Deputy-Chairman shall preside and in the event of the Chairman and both Deputy-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 his deliberative vote.*
46. *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 a quorum or a convening a General Meeting of the Club.*
47. (a) *If all the directors have signed a document containing a statement that they are in favour of a Resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which and at the time at which, the document was last signed by the director.*
- (b) *For the purpose 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 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 a resolution.*

48. *All acts done by any meeting 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 person so appointed was disqualified, as valid as if the person Had been duly appointed and was qualified to be a director.*
49. *No officer of the Club shall be disqualified by his 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 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 his interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or if the officer was not the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he becomes so interested. A general notice given to the Board by an officer to the effect that he is 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 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 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 he has 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 Sections 231 and 232A of the Act or of Section 39 of the Registered Clubs Act.*

#### **GENERAL MEETINGS**

50. *The Annual General Meeting 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 meetings.*
51. *All General Meetings other than the Annual General Meeting shall be called general Meetings.*
52. *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 Secretary upon receipt by him of a requisition (which need not be in one document) signed by not less than 5% of members entitled to 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.*
53. *Every notice convening a General Meeting or an Annual General Meeting shall be in writing and shall specify the place and say the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles or the Code and shall be given to every member entitled to vote at the meeting.*
54. *The period of notice in respect of a General Meeting or an Annual General Meeting shall be at least fourteen (14) days in the case of a meeting convened for the purpose of passing a Special Resolution in which event the period of notice be at least twenty-one (21) days.*



55. *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.*
56. *No business shall be transacted at any General Meeting or Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) members entitled to vote shall constitute a quorum at a General Meeting or an Annual General Meeting.*
57. *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; or*
  - (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 at 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.*
58. *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 Accounts 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.*
59. *All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Secretary at least twenty- eight (28) days prior to the date of such meeting.*
60. *The Chairman shall if present preside at all meetings of the Club. In the event of the Chairman being absent a Deputy-Chairman shall preside and in the event of the Chairman and both 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.*
61. *Every question or motion submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.*
62. *At any meeting unless a poll is demanded by the chairman of the meeting or by at least five 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 fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.*
63. *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 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.*
64. *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 same 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.*

65. (a) *When a meeting is adjourned for 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 notice of an adjournment or of the business to be transacted at an adjourned meeting.*
66. *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.*
67. *The Board shall cause minutes to be kept by the Secretary 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.*

#### **FINANCIAL YEAR**

68. *The financial year of the Club shall commence on the first of July and end on the last day of June in each year.*

#### **ACCOUNTS AND AUDIT**

69. *The Board shall cause correct and proper accounts and records to be kept with respect to all monetary and all other transactions of the Club in accordance with the Act and the Registered Clubs Act.*
70. *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 Section 40(1)(a) of the Registered Clubs Act;*
- (b) *Within 48 hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in 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 twenty-eight (28) days.*
71. *The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the directors.*
72. (a) *The Board shall once in every year cause to be prepared ad 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 and the Auditor's report be laid before the Annual General Meeting;*
- (b) *The report of the Board referred to in the foregoing paragraph (a) shall without limiting the requirements of the Code and the Registered Clubs Act including 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) *At least fourteen (14) days before the date of the Annual General Meeting a copy of the Balance sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board shall be served personally or by post on each member entitled to attend and vote at meetings of the Club and shall be posted on the Notice Board.*

#### **AUDITORS**

73. *An auditor shall be appointed and his duties regulated in accordance with the provisions of the Registered Clubs Act and the Act.*

#### **SECRETARY**

74. *The Board shall appoint only one person to be the Secretary of the Club and that person shall be the Chief Executive Officer of the Club and shall in accordance with Section 33 and 34 of the Registered Clubs Act be approved to be the Secretary of the Club.*

#### **GUESTS**

75. (a) *All members other than Temporary members shall have the privilege of introducing guests to the Club and 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 shall countersign that entry.*
- (b) *No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees who has been suspended by the Board of the Club.*
- (c) *Members shall be responsible for the conduct of any guests they may introduce to the Club.*
- (d) *The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;*
- (e) *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.*
- (f) *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.*
- (g) *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.*

#### **SEAL**

76. *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 Secretary or some other person appointed by the Board.*

#### **NOTICES**

77. *A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address or if he has no registered address within the State of New South Wales to the address if any within the said State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would be delivered in the ordinary course of post. If a member has no*

*registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted upon the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.*

#### **INSPECTION OF RECORDS**

78. *The Board shall determine whether and to and to what extent, and at which 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.*

#### **INDEMINITY**

79. (a) *Every person who is or has been an officer (as defined in Section 241 of the Corporation Law) or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:*
- (i) *In defending any proceedings whether civil or criminal, in which judgement is given in that person's favour or in which that person acquitted;*
  - (ii) *In connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.*
- (b) *Every person who is an officer (as defined in Section 241 of the Corporations Law) or an auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15<sup>th</sup> April 1994.*
- (c) *The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:*
- (i) *Incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Corporations Law; and*
  - (ii) *For costs and expenses incurred by that person in defending proceedings whether civil or Criminal and whatever the outcome.*