CORPORATIONS ACT 2001

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

CONSTITUTION
of
TAREN POINT BOWLING & RECREATION CLUB LIMITED
ABN 26 000 105 948

1. NAME OF COMPANY

1.1 The name of the Company is Taren Point Bowling and Recreation Club Limited.

2. PRELIMINARY

2.1 The Company is a company limited by guarantee and is a non-proprietary company.

2.2 The Company is established for the purposes set out in Rule 4 of this Constitution.

2.3 Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in this Constitution.

2.4 A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club, and if demanded by the Secretary from that member, on payment of any fee that may be prescribed by the Act.

3. DEFINITIONS

3.1 In this Constitution unless there be something in the subject or context inconsistent therewith:

(a) "Act" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

(b) "Authority" means the Independent Liquor & Gaming Authority.

(c) "Board" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution.

(d) "By-Laws" shall mean the By-laws made in accordance with this Constitution.

(e) "Club" means Taren Point Bowling and Recreation Club Limited ABN 26 000 105 948.

(f) "Club Notice Board" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

(g) "Company" has the same meaning as Club.

(h) "Constitution" means this Constitution.

(i) "Director General" means the Director-General of Communities NSW.

(j) "Employee" in relation to the Club includes a person who is engaged by the Club under a contract for services.

(k) "Full member" means any person who is in one of the categories of membership referred to in Rule 10.3.

(l) "Gaming Machines Act" means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

(m) "Liquor Act" means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

(n) "Month" except where otherwise provided in this Constitution means calendar month.

(o) "Office" means the general administrative office of the Club.

(p) "Registered Clubs Act" means the Registered Clubs Act 1976 and any regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

(q) "Rules" means the Rules comprising this Constitution.

(r) "Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

(s) "Special Resolution" has the meaning assigned thereto by the Act. To be passed, a Special Resolution must receive at least seventy five percent (75%) of the votes cast by members eligible to vote on the Special Resolution.

(t) "Sub club" means any sub club that pursuant to a resolution of the Board under Rule 30.10 is or has been established by the Club.

(u) "Financial member". A member is not a financial member of the Club if:

(i) the member's subscription or any part thereof has not been paid in accordance with Rule 17.6; or

(ii) any money (other than a member's subscription) owing by that member to the Club has remained unpaid at the expiration of fourteen (14) days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain non-financial for the purposes of Rule 18 until the full amount owing is paid to the Club.

3.2 Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

4. OBJECTS

4.1 The objects of the Club are to:

(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 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 and any such other grounds as the Club may determine, and to construct and maintain a Clubhouse 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 or 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 thereunder.

(d) To lease the grounds, clubhouse, 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 cooperate with and company or companies, club or clubs, person or body or persons or individuals in establishing, conducting or carrying on the same.

(f) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid, to persons using or to visitors to the Club house and premises, and to make applications for and to hold licenses for the sale of liquor and 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 material of all kinds and indoor games.

(h) To sell the property and undertaking of the Club or any part thereof to any company or companies, club of 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 dissimilar to those of the Club.

(i) To borrow or raise 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 the same or any part thereof or any of the Club's assets to specific purposes.

(k) To invest or deal with the monies of the Club not immediately required upon such securities and in such a 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 transferrable securities.

(m) For the purpose of furthering any objects of the Club, to enter into any arrangements for co-operation or reciprocal concessions with any other Association or Club whether incorporated or not having objects similar to those of this 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 8 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 reincorporating 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 be 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 and Regulations, Articles or Rules which if an object of the Club would make it a trade union or would otherwise make its resignation illegal.

5. LIMITED LIABILITY

5.1 The liability of the members is limited to the undertaking of each member in Rule 6.

6. MEMBERS' GUARANTEE

6.1 Each member undertakes to contribute an amount not exceeding four dollars and twenty cents ($4.20) if the Club is wound up:

(a) while he or she is a member of the Club; or

(b) within one year of the date that he or she ceases to be a member.

6.2 The contribution referred to in Rule 6.1 shall be for the:

(a) payment of the debts and liabilities of the Club contracted before the member ceased to be a member; and

(b) costs, charges and expenses of winding up.

7. APPLICATION OF PROPERTY ON DISSOLUTION

7.1 If the Club is wound up or dissolved and after the satisfaction of all the Club's debts and liabilities, any property whatsoever remains, that property shall:

(a) not be transferred, paid to or distributed among the members;

(b) be given or transferred to an institution or institutions having objects similar to the objects of the Club and which prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club by this Constitution.

7.2 The institution or institutions referred to in Rule 7.17.1(b) shall be determined by:

(a) the members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default thereof

(b) the Supreme Court of New South Wales.

8. PROPERTY AND INCOME OF THE CLUB

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

8.2 Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.

8.3 Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the Constitution of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

8.4 A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.

8.5 Subject to Rule 8.6 nothing in this Constitution shall prevent the payment:

(a) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club; or

(b) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;

(c) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;

(d) of reasonable and proper rent for premises demised or let by any member to the Club.

8.6 A director shall not receive from the Club remuneration or other benefit in money or monies worth in respect of his or her duties except by way of:

(a) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or

(b) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act.

9. LIQUOR & GAMING

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

9.2 Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

9.3 A person under the age of 18 years shall not use or operate the gaming facilities of the Club.

9.4 The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

9.5 Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.

9.6 Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. MEMBERSHIP

10.1 The number of Full members of the Club shall not exceed any maximum number imposed by the Registered Clubs Act or any other law.

10.2 No person under the age of eighteen (18) years shall be admitted as a member of the Club except as a Junior member.

10.3 Until otherwise determined by the Board by By-Law, the Full membership of the Club shall be divided into the following categories:

(a) Ordinary Members

(i) "Bowling Member" shall mean a person who has made application for Bowling Membership of the Club and having been elected a Bowling Member shall have paid the entrance fee (if any) and the applicable member subscription.

Subject to this Constitution, a Bowling Member shall be entitled to:

(A) all the playing and social privileges and advantages of the Club as determined by the Board from time to time;

(B) attend or vote at general meetings of the Club;

(C) nominate for or be elected to hold office on the Board;

(D) vote in the election of the Board;

(E) vote on any Special Resolution to amend this Constitution;

(F) propose, second, or nominate any eligible member for any office of the Club;

(G) propose, second or nominate any eligible member for Life membership;

(H) introduce guests into the Club.

(ii) "Pensioner Member" shall mean a Bowling Member who has been issued a Pensioner Concession Card by the relevant Australian Government Department and has made application and been elected a Pensioner Member of the Club.

A Pensioner Member shall have the same rights as a Bowling Member.

(iii) "Associate Member" shall mean a person who has made application for Associate Membership of the Club and having been elected an Associate Member shall have paid the entrance fee (if any) and the member subscription.

Subject to this Constitution, an Associate Member shall be entitled to:

(A) all the social privileges and advantages of the Club;

(B) attend or vote at general meetings of the Club;

(C) nominate for or be elected to hold office on the Board;

(D) vote in the election of the Board;

(E) vote on any Special Resolution to amend this Constitution;

(F) propose, second, or nominate any eligible member for any office of the Club;

(G) propose, second or nominate any eligible member for Life membership;

(H) introduce guests into the Club.

(iv) "Associate Playing Member" shall mean a person who is a playing member of another New South Wales bowling club and has made application for Associate Playing Membership of the Club and having been elected an Associate Playing Member shall have paid the entrance fee (if any) and the member subscription.

Subject to this Constitution, an Associate Playing Member shall be entitled to:

(A) limited playing privileges of the Club as determined by the Board from time to time;

(B) all the social privileges and advantages of the Club;

(C) attend or vote at general meetings of the Club (except a special resolution to amend this Constitution); and

(D) vote in the election of the Board; and

(E) introduce guests into the Club.

Associate Playing Members shall not be entitled to:

(A) nominate for or be elected to hold office on the Board;

(B) vote on any Special Resolution to amend this Constitution;

(C) propose, second, or nominate any eligible member for any office of the Club; or

(D) propose, second or nominate any eligible member for Life membership.

(v) "Social Member" shall mean a person who having been elected a Social Member shall pay the entrance fee (if any) and the applicable member subscription.

Subject to this Constitution, a Social Member shall be entitled to:

(A) the social privileges and advantages of the Club as determined by the Board from time to time;

(B) vote in the election of the Board; and

(C) introduce guests into the Club.

Social Members shall not be entitled to:

(A) attend and vote at any meetings of the Club;

(B) nominate for or be elected to hold office on the Board;

(C) vote on any Special Resolution to amend this Constitution;

(D) propose, second, or nominate any eligible member for any office of the Club; or

(E) propose, second or nominate any eligible member for Life membership.

(vi) "Veteran Member" shall mean an Ordinary member with twenty-five (25) years continuous membership of the Club.

A Veteran Member shall retain the same rights, privileges and advantages of the class of Ordinary membership the Veteran Member belonged upon becoming a Veteran Member.

(vii) "Junior Member" shall mean a person under the age of eighteen (18) years who having been elected a Junior Member shall pay the entrance fee (if any) and the applicable member subscription.

A Junior Member shall be entitled to the playing privileges and use of such facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at any meetings of the Club.

A person shall not be eligible for Junior Membership of the Club unless that person submits with his or her nomination form the consent of the parent or guardian of that person to him or her becoming a Junior Member of the Club, and participating in the sporting activities of the Club.

(b) Life members admitted in accordance with Rules 11.1 to 11.8.

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

(a) Provisional members; and

(b) Honorary members;

(c) Temporary members

11. LIFE MEMBERS

11.1 A Life member shall be any member who in consideration of long or meritorious service to the Club or for any other commendable reason has been granted Life membership of the Club in accordance with this Constitution.

Long or meritorious service means:

(a) Any financial member having 15 years continuous service as an active official

(b) Any financial member having 20 years continuous service, 15 years as an active official

(c) Any financial member having 25 years continuous service, 10 years as an active official

Active Official means:

(d) Service on the Board, Bowls Management Committees and/or Sub Committees

(e) Continual support to the club in operational activities and/or events

(f) Active service as a coach, umpire or other support role

(g) Representation on District/Zone/Association committees

11.2 Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).

11.3 Candidates for Life membership shall be nominated by one and seconded by another Ordinary member or Life member and submitted to the Board for approval.

Nomination must include a minimum of two (2) of Active Official activities as listed 11.1. Other criteria may include:

(a) Sporting Achievements at the highest level of the sport including, Club, State and National level

(b) Demonstrated attitude and demeanour that reflects dedication to the values of the club.

(c) Outstanding role model to the members in general

11.4 If a nomination for Life membership is approved by the Board, the nomination shall be referred to the next general meeting of the Club provided that not less than twenty-one

(21) days written notice of the nomination is given to all members eligible to vote at that meeting.

11.5 If a nomination for Life membership is not approved by the Board, the nomination shall not be submitted to a general meeting of the Club.

11.6 If a nomination for Life membership is approved at a general meeting of members by a resolution passed by a two-thirds majority of the members present and voting at such meeting the person nominated shall thereby be a Life member of the Club.

11.7 Every Life member shall be entitled to all the rights, privileges and advantages of a Bowling Member.

11.8 A Life member is relieved from the payment of any joining fee, subscription, levy or other payment payable by members pursuant to Rule 17.1.

11.9 Retracted life membership may occur where the participant has conducted themselves in a manner that reflects adversely on the reputation of the Taren Point Bowling & Recreation Club or Taren Point Bowls Club. This provision will only be exercised in exceptional circumstances and must be by unanimous decision of the Board.

12. PROVISIONAL MEMBERS

12.1 A person in respect of whom:

(a) a nomination form for membership duly completed in accordance with this Constitution has been given to the Club; and

(b) who has paid to the Club the joining fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form, may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

12.2 Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner):

(a) that person shall cease to be a Provisional member of the Club; and

(b) the joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

12.3 Provisional members are entitled to:

(a) such playing and social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.

12.4 Provisional members are not entitled to:

(a) attend or vote at general meetings of the Club; or

(b) nominate for or be elected to hold office on the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution to amend this Constitution;

(e) propose, second, or nominate any eligible member for any office of the Club;

(f) propose, second or nominate any eligible member for Life membership.

13. HONORARY MEMBERS

13.1 The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

(a) the patron or patrons for the time being of the Club;

(b) any prominent citizen visiting the Club;

(c) any person who:

(i) is a member of the Australian Defence Force; and

(ii) attends the premises of the Club, and

(iii) produces evidence that the person is a member of the Australian Defence Force.

13.2 Honorary members are entitled to:

(a) such social privileges and advantages of the Club as the Board may determine from time to time; and

(b) introduce guests to the Club.

13.3 Honorary members are not entitled to:

(a) attend or vote at any meeting of the Club; or

(b) nominate for or be elected to the Board or any office in the Club;

(c) vote in the election of the Board;

(d) vote on any Special Resolution to amend this Constitution;

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Life membership.

14. TEMPORARY MEMBERS

14.1 The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

(a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

(b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.

(c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.

(d) Any interstate or overseas visitor.

14.2 Temporary members shall not be required to pay a joining fee or member subscription.

14.3 Temporary members are entitled to:

(a) such social privileges and advantages of the Club as the Board may determine from time to time; and

(b) subject to Rule 26.12, introduce guests into the Club.

14.4 Temporary members are not entitled to:

(a) attend or vote at general meetings (including Annual General Meetings) of the Club;

(b) nominate for or be elected to the Board;

(c) vote in the election of the Board;

(d) vote on any Special Resolution to amend this Constitution;

(e) propose, second or nominate any eligible member for any office of the Club; or

(f) propose, second or nominate any eligible member for Life membership.

14.5 The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason.

14.6 No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of Rule 14.1(c).

14.7 A person who is admitted as a Temporary member (other than pursuant to Rule 14.1(c) shall remain a Temporary member for seven (7) consecutive days (subject to Rule 14.5) or such longer period as the Authority may allow pursuant to section 30B of the Registered Clubs Act.

15. ELECTION OF MEMBERS

15.1 A person shall not be admitted as an Ordinary member of the Club unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.

15.2 The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.

15.3 The Board or election committee may reject any application for membership without giving any reason.

15.4 Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:

(a) the full name of the applicant; and

(b) the residential address of the applicant;

(c) the date of birth of the applicant;

(d) the occupation of the applicant;

(e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

(f) the signature of the applicant;

(g) such other particulars as may be prescribed by the Board from time to time.

15.5 Every form of application for membership shall be sent to the Secretary together with:

(a) the joining fee (if any) ; and

(b) the first subscription.

15.6 A person whose application has been received by the Secretary and who has paid the Club the joining fee (if any) and the first subscription may become a Provisional member.

15.7 The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.

15.8 An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

15.9 If a person is elected to membership the Club will promptly inform the person of that fact by notice in writing posted to the member's address. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

16. TRANSFER BETWEEN CLASSES OF MEMBERSHIP

16.1 The Board shall have the power on the application of any member to transfer that member to another class of membership (other than Life membership) if that member has the qualifications for that other class of membership.

16.2 The Board shall have the power to transfer a Junior member who has attained the age of eighteen (18) years to another class of membership of the Club for which the Junior member has the necessary qualifications.

16.3 Any application for transfer of membership pursuant to Rule 16.1 together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than seven (7) days before the transfer of the applicant to another class of membership of the Club.

16.4 A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.

16.5 The Club shall not be required to notify a person if they have been transferred to another class of membership of the Club pursuant to Rule 16.1. If a member fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be returned to such member.

17. JOINING FEES, SUBSCRIPTIONS AND LEVIES

17.1 Joining fees, subscriptions, levies and other payments payable by members of the Club shall be such as the Board may from time to time determine provided that the annual subscription shall be not less than $2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

17.2 In accordance with the Registered Clubs Act, the Board may from time to time, determine that subscriptions are payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance.

17.3 The Board may prescribe the time and manner of payment of membership subscriptions.

17.4 All joining fees, levies and other payments shall be due and payable on a date, or dates, determined by the Board from time to time.

17.5 Any person elected during the financial year of the Club to Ordinary membership shall pay such proportion of the member subscription as may be determined by the Board from time to time provided that it is not less than $2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

17.6 Any person who has not paid his or her joining fee, subscription, levy or other payment within one (1) month after the due date shall not be a financial member and shall cease to be entitled to the privileges of membership of the Club and by resolution of the Board may be removed from membership of the Club and the provisions of Rule 21.1 and Rule 21.2 shall not apply to such resolution.

18. NON-FINANCIAL MEMBERS

18.1 Notwithstanding any Rule contained in this Constitution, any member who is not a Financial member (as defined in Rule 3.1(u)) shall not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club ;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

19. REGISTERS OF MEMBERS AND GUESTS

19.1 The Club shall keep the following registers:

(a) A register of persons who are Full members which shall be kept in accordance with section 31(1)(a) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full; and

(ii) the occupation;

(iii) the address;

(iv) the date on which the entry of the member's name in the register is made;

(v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).

(b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) and 31(1)(b1) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address.

(c) A register of persons who are Temporary members (other than Temporary members referred to in Rule 14.1(c)) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act. This register shall set forth in respect of each of those members:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the date on which the person was admitted as a Temporary member;

(iv) the signature of the member.

(d) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act. This register shall set forth in respect of each of those guests:

(i) the name in full or the surname and initials; and

(ii) the address;

(iii) the date on which the entry of the guest's name in the register is made;

(iv) the signature of the member introducing the guest.

20. ADDRESSES OF MEMBERS

20.1 Members must advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Rule 19.119.1(a).

21. DISCIPLINARY PROCEEDINGS

21.1 Subject to Rule 21.2, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member.

21.2 The following procedure shall apply to disciplinary proceedings of the Club:

(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule 21.1; and

(ii) the date, time and place of the meeting of the Board at which the charge is to be heard.

(b) The member charged shall be notified of the matters in sub-Rule (a) of this Rule 21.2 by notice in writing by a prepaid letter sent by post to the member's last known address at least fourteen (14) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge.

(d) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(ii) the Board may impose any penalties, the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

(f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.

(g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.

(h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the directors present in person vote in favour of such motion by secret ballot.

(i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 21.

(j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

(k) A member shall not be entitled to be represented by a lawyer or any other person at a meeting at which a charge is to be heard pursuant to Rule this 21 except with the consent of the Board in its absolute discretion.

21.3 If a notice of charge is issued to a member pursuant to Rule 21.221.2(a):

(a) the Board by resolution; or

(b) the Secretary (independently of the Board) shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

21.4 Subject to Rules 21.5 and 21.6, a member who:

(a) incurs a debt to the Club; and

(b) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof may, by resolution of the Board, be suspended or expelled from membership.

21.5 A member shall be notified, by notice in writing sent by post to the member's last known address, at least fourteen (14) days before the meeting of the Board at which the

resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Rule 21.4.

21.6 The provisions of Rules 21.1 and 21.2 shall not apply to any member suspended or expelled pursuant to Rule 21.4.

22. DISCIPLINARY COMMITTEE

22.1 The Board may by resolution delegate all of the powers and functions given to the Board by Rule 21 to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.

22.2 The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Rule 21 save that:

(a) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

(b) all references to the Board in Rule 21, shall be read as being references to the Disciplinary Committee.

22.3 The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 21 on the member charged in substitution for that imposed by the Disciplinary Committee provided that:

(a) the procedure set out in Rule 21 is followed; and

(b) the member is notified that the Board is exercising the power under this Rule 22.3 within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.

22.4 The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 22.1 and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.

23. MEMBER UNDER SUSPENSION

23.1 Any member whose membership is suspended pursuant to Rules 21 or 22 shall during the period of such suspension not be entitled to:

(a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or

(b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;

(c) attend or vote at any meeting of the Club or any Sub club;

(d) nominate or be elected or appointed to the Board or any committee of a Sub club;

(e) vote in the election of the Board or any committee of a Sub club;

(f) propose, second or nominate any eligible member for any office of the Club or any Sub club;

(g) propose, second or nominate any eligible member for Life membership.

24. REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB

24.1 In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Rule 24.5, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

(a) who is then intoxicated, violent, quarrelsome or disorderly; or

(b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;

(c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;

(d) who hawks, peddles or sells any goods on the premises of the Club;

(e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.

(f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.

(g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.

24.2 If pursuant to Rule 24.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 24.5) 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.

24.3 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.124.1(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.

24.4 Without limiting Rule 24.2, if a person has been refused admission to or turned out of the Club in accordance with Rule 24.124.1(a), the person must not:

(a) remain in the vicinity of the Club; or

(b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

24.5 Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:

(a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or

(b) any employee authorised by the Secretary to exercise such power.

25. RESIGNATION AND CESSATION OF MEMBERSHIP

25.1 A member may at any time resign from his or her membership of the Club by either:

(a) giving notice in writing to the Secretary; or

(b) returning his or her membership card to an officer of the Club and clearly indicating to the officer that he or she resigns from membership.

25.2 A resignation pursuant to Rule 25.1 shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

25.3 Any member who has resigned pursuant to Rule 25.1 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

26. GUESTS

26.1 Subject to Rule 26.2, all members shall have the privilege of introducing guests to the Club.

26.2 A Temporary member may introduce a guest only in accordance with Rule 26.12.

26.3 Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the particulars required by Rule 19.1.

26.4 No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.

26.5 No member shall introduce any person as a guest:

(a) who has been expelled from the Club pursuant to Rules 21 or 22; or

(b) whose membership is then suspended pursuant to Rules 21 or 22;

(c) who is then refused admission to or being turned out of the Club pursuant to Rule 24.

26.6 Members shall be responsible for the conduct of any guests they may introduce to the Club.

26.7 The Board shall have power to make By-laws from time to time not inconsistent with this Constitution or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.

26.8 No guest of a member shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.

26.9 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.

26.10 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.

26.11 The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

26.12 A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:

(a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and

(b) who does not remain on the Club premises any longer than that Temporary member;

(c) in relation to whom the member is a responsible adult.

26.13 For the purposes of Rule 26.1226.12(c), "responsible adult" means an adult who is:

(a) a parent, step-parent or guardian of the minor; or

(b) the minor's spouse or de facto partner;

(c) for the time being, standing in as the parent of the minor.

27. PATRONS

27.1 The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting.

27.2 If such Patron or Patrons are not members of the Club they shall thereupon be deemed to be Honorary members of the Club and, subject to this Constitution, shall remain Honorary members while they remain Patron.

28. BOARD OF DIRECTORS (COMPOSITION)

28.1 The Board shall consist of nine (9) Directors who shall comprise a Chairman, Deputy Chairman, Director of Finance and six (6) Ordinary Directors.

28.2 Subject to Rules 28.3 only Life members and financial Bowling, Associate, Pensioner and eligible Veteran Members who have at least two (2) years continuous membership of the Club shall be entitled to take part in the management of the Club and to stand for or be elected to the Board.

28.3 At all times the majority of the Board shall comprise Bowling, Pensioner, eligible Veteran and Life Members. The offices of Chairman, Deputy Chairman and Director of Finance shall not be occupied by an Associate Member.

29. THE PROCESS FOR ELECTION OF DIRECTORS

29.1 A member who is:

(a) an employee of the Club;

(b) currently under suspension pursuant to Rules 22 or 23;

(c) not a financial member; or

(d) a Bowling Member, Pensioner Member or eligible Veteran Member who has played less than twelve (12) games of bowls in the Club or in bowls competitions as a representative of the Club in the preceding twelve (12) months,:

shall not be eligible to stand for or be elected or appointed to the Board except, in relation to 29.1(d), where the member satisfies the Board (in the Board's absolute discretion) that his or her failure was due to sickness, physical disability or any other deemed valid reason claimed by the member.

29.2 On and from the election of the Board in 2015, the Board shall be elected in accordance with the requirements of this Constitution every second year by the members entitled to vote .

29.3 Subject to these Rules, any Life member and financial Bowling member, Pensioner member, Associate member and eligible Veteran member may nominate as a candidate for, and be elected to one of the various positions on the Board as specified in Rule 28.

29.4 A nomination shall be in writing on the form/s provided by the Club and be signed by two (2) Members who are entitled to vote pursuant to this Constitution and by the nominee who by signing the form shall signify his/her intent to consent to such nomination.

29.5 Nominations shall cease twenty-eight (28) clear days prior to the date of the Annual General Meeting in an election year.

29.6 Members eligible for election to the Board may be nominated for more than one (1) position and in the event of their being elected to the senior office shall be deemed to have been eliminated from candidature for election to the junior office. For the purpose of this Rule the order of seniority of offices shall be:

(a) Chairman

(b) Deputy Chairman

(c) Director of Finance

(d) Ordinary Director

29.7 The Secretary/Returning Officer shall, upon receipt of a complete and eligible nomination form, post the name of the candidate on the Notice Board.

29.8 A nomination shall not be informal or invalid by reason only of neglect or non-compliance by the Secretary with any duty cast upon him/her by this Constitution.

29.9 If the full number of candidates for the various positions on the Board does not exceed the number as prescribed then those candidates who are nominated shall be deemed to be duly elected to the relevant positions. Additional nominations may, with the consent of the nominee or nominees be made at the meeting for those positions not so filled.

29.10 If there be more than the required number nominated for any position, an election by secret ballot shall take place in respect of that position.

29.11 The ballot shall be taken on such a date and time as determined by the Board being not less than twenty-four (24) hours prior to the Annual General Meeting at the place appointed for the holding of such meeting in an election year.

29.12 The ballot shall close at 6:00pm on the final date fixed for the taking of the ballot.

29.13 The position for the names of the candidates on the ballot paper shall be determined by lot by the Secretary/Returning Officer in the presence of two (2) witnesses.

29.14 Each candidate's name, as it appears on the ballot paper shall clearly identify the candidate, and where necessary shall be the candidate's common name.

29.15 Any member of the Club to whom the ballot paper is given and who satisfies the Secretary/Returning Officer that the ballot paper is spoilt shall be given a further ballot paper.

29.16 Votes shall be recorded in the following manner:

(a) By placing a number in each square on the ballot paper against the name of the candidates in order of preference.

(b) Failure to comply with the foregoing shall render the vote invalid.

29.17 Completed ballot papers shall be placed in a sealed ballot box at the designated place for holding the ballot.

29.18 The Secretary/Returning Officer and any Scrutineers so appointed by the candidates shall examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but not destroyed.

29.19 The decision of the Secretary/Returning Officer as the validity of any ballot paper shall be final.

29.20 After the ballot papers have been examined they shall be counted by the Secretary/Returning Officer.

(a) The counting of the votes for each Office of the Board shall be counted in order of seniority.

(b) The ballot shall be counted on a first past the post basis.

(c) If there be an equality of votes affecting the election of any Office then the Secretary/Returning Officer shall select by lot from such candidates the candidate/s who will be elected in the presence of at least two (2) witnesses.

29.21 The result of the ballot shall be declared by the Secretary/Returning Officer at the Annual General Meeting in an election year.

29.22 All ballot papers shall be kept and preserved for a period of not less than fourteen (14) days and then destroyed.

29.23 The Board shall have the power to make By-Laws regulating all matters in connection with the election of the Board not otherwise provided for in this Constitution.

30. POWERS OF THE BOARD

30.1 The Board shall be responsible for the management of the business and affairs of the Club.

GENERAL POWERS

30.2 The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by statute directed or required to be exercised or done by the Club in general meeting.

SPECIFIC POWERS

30.3 Without limiting the general powers conferred by Rule 30.2, the Board shall have power from time to time to:

(a) make, alter and repeal By-Laws pursuant to Rule 30.17.

(b) enforce or procure the enforcement of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.

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

(d) secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

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

(f) 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.

(g) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.

(h) borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and

upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future.

(i) subject to sub-Rule (j) of this Rule, sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).

(j) sell, lease, exchange or otherwise dispose of any land belonging to the Club provided that the power of the Board to dispose of any land shall be subject to the requirements of and limitations in the Liquor Act and the Registered Clubs Act.

(k) appoint, discharge and arrange the duties and powers of the Secretary, to determine the remuneration and terms of employment of the Secretary, and to specify and define the duties of the Secretary.

(l) engage, appoint, control, remove, discharge, suspend, determine and dismiss managers, employees, officers, representatives and agents in respect to permanent, temporary or special services and to determine the duties, pay, salary or other remuneration. The Board may delegate these powers (or any of them) to the Secretary or other officer or committee of the Club.

(m) impose levies on all members.

(n) set the joining fees, subscriptions and other payments payable by all members.

(o) fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.

(p) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate members to represent the Club on such sporting club, or sporting association.

COMMITTEES

30.4 Without limiting the general powers conferred by Rule 30.2, the Board shall have power to delegate any of its powers to committees consisting of any:

(a) director; or

(b) member;

(c) employee;

(d) person who is not a member but who has a particular skill or expertise which they will apply to a committee;

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

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

30.6 The Chairman shall be a member of all such committees and may nominate a person or persons to represent him or her on one or more of those committees.

30.7 The meetings and proceedings of any committee consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this Rule 30 or by any by-law made by the Board pursuant to this Rule 30.

30.8 The quorum for a meeting of any committee shall be a majority of the committee members.

30.9 Any committee shall make minutes of its meetings and will forthwith submit those minutes to the Board and the Board will retain those minutes as if they were minutes of the Board.

SUB CLUBS

30.10 Without limiting the general powers conferred by Rule 30.2, the Board shall have power to:

(a) establish Sub clubs with such Rules (including objects, powers and membership qualifications) as the Board may determine; and

(b) allow Sub clubs established pursuant to this Rule 30.10 or those already in existence, to conduct, manage and control sport or other activities for which they were respectively established;

(c) allow Sub clubs to create by-laws for the control and regulation of the sporting or other activities for which they are respectively established;

(d) permit Sub clubs to adopt a name (provided it be described as a Sub club of the Club);

(e) allow Sub clubs to become affiliated with the bodies controlling sports or other activities on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

30.11 Any of the Sub clubs established pursuant to Rule 30.10 or those already in existence must conform to any regulation or restriction that the Board may impose.

30.12 The Chairman may nominate a person or persons to be a member of and represent him or her on one or more of the committees of the sub clubs.

30.13 Subject to the general control and supervision of the Board, each Sub club may manage its own affairs but shall:

(a) make regular reports to the Board (or otherwise as may be required by the Board); and

(b) submit copies of all minutes and records to the Board for the purposes of Rules 40 and 41.

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

30.15 The Rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club shall have effect unless and until it is approved by resolution of the Board.

30.16 Any disciplinary action taken by a Sub club in respect of any member of the Sub club shall be promptly reported to the Board together with the reasons for the action.

BY-LAWS

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

30.18 Without limiting the generality of Rule 30.17 the Board may regulate:

(a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law; and

(b) the operations of the Club;

(c) the control and use of the Club's premises;

(d) the control and management of competitions;

(e) the conduct of members and guests of members;

(f) the social and playing privileges of each category of membership;

(g) the conduct of members in relation to Club employees;

(h) generally, all such matters as are commonly the subject matter of a constitution or by-laws or made under a constitution or which by this Constitution are not reserved for decision by the Club in general meeting.

30.19 Any By-law made under Rule 30.17 or any other Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-law on the Club Notice Board.

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

31. PROCEEDINGS OF THE BOARD

31.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet at least once in each calendar month for the transaction of business.

31.2 A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a minute book provided for that purpose.

31.3 The Chairman shall be entitled to take the chair at every meeting of the Board. If the Chairman is not present or is unwilling or unable to act then the Deputy Chairman or Director of Finance, in order of seniority shall take the chair of the meeting. If a Deputy Chairman or Director Finance is not present or is unwilling or unable to act then the directors present shall elect one of their number to take the chair for that meeting.

31.4 The quorum for a meeting of the Board shall be five (5) members of the Board.

31.5 The Chairman may at any time and the Secretary upon the request of not less than two (2) directors shall convene a meeting of the Board.

31.6 Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

31.7 All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

31.8 A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors. The resolution shall be passed when the last director signs the document containing the resolution.

31.9 A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

32. DECLARATIONS OF INTERESTS BY DIRECTORS

32.1 Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:

(a) declare the nature of the interest at a meeting of the Board; and

(b) comply with Rule 32.6.

32.2 Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.

32.3 A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs

Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

32.4 A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

32.5 Rules 32.1 to 32.4 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

32.6 Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

(a) must not vote on the matter; and

(b) must not be present while the matter is being considered at the meeting.

33. CONTRACTS WITH DIRECTORS

33.1 In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

33.2 A "pecuniary interest" in a company for the purposes of Rule 33.1 does not include any interest exempted by the Registered Clubs Act.

34. CONTRACTS WITH SECRETARY

34.1 Subject to Rule 34.2, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

(a) the Secretary; or

(b) any close relative (as defined in the Registered Clubs Act) of the Secretary;

(c) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).

34.2 Rule 34.1 does not prevent the Club entering into a contract with any of the above persons which is:

(a) a contract of employment; or

(b) otherwise permitted by the Registered Clubs Act.

35. REMOVAL FROM OFFICE OF DIRECTORS

35.1 The members in general meeting may by ordinary resolution:

(a) remove from office any director, directors or the whole of the Board before the expiration of his or her or their period of office; and

(b) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be a director in accordance with this Constitution.

35.2 Any person appointed pursuant to Rule 35.135.1(b) shall hold office for the remainder of the term of office of the person he or she replaces.

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

36. VACANCIES ON BOARD

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

(a) is disqualified for any reason referred to in Section 206B 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 (3) months without leave of absence from the Board and the Board resolves that the office has been vacated.

(d) by notice in writing given to the Secretary resigns from office as a director.

(e) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.

(f) ceases to be a member of the Club.

(g) becomes an employee of the Club.

36.2 The continuing directors on the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below five (5) in accordance with Rule 31.4, the continuing director or directors may act for the purpose of increasing the number of directors on the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

FILLING CASUAL VACANCY

36.3 The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next Annual General Meeting in an election year.

37. GENERAL MEETINGS

37.1 A general meeting of the members of the Club must be held for a proper purpose.

37.2 A general meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called general meetings.

37.3 The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.

37.4

(a) Subject to this Rule 37, the Board must call and arrange to hold a general meeting of the Club on the request of

members with at least 5% of the votes that may be cast at the general meeting.

(b) In this Rule 37.4 the term "the request" shall mean the request referred to in sub-Rule (a).

(c) The request must:

(i) be in writing; and

(ii) state any resolution to be proposed at the meeting;

(iii) be signed by the members making the request;

(iv) be given to the Secretary.

(d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.

(e) The Board must call the meeting within twenty one (21) days after the request is given to the Secretary. The meeting is to be held not later than two (2) months after the request is given to the Secretary.

(f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within twenty one (21) days after the request is given to the Secretary.

(g) The meeting referred to in sub-Rule (f) of this Rule 37.4 must be called in the same way, so far as is possible, in which general meetings of the Club may be called. The meeting must be held not later than three (3) months after the request is given to the Club.

(h) To call the meeting the members requesting the meeting may ask the Secretary for a copy of the register of members and the Secretary must give the members the copy of the register of members without charge.

NOTICE OF GENERAL MEETINGS

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

37.6 A notice of a general meeting of the members of the Club (including an Annual General Meeting) must:

(a) set out the place, date and time of the meeting; and

(b) state the general nature of the meeting's business;

(c) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

37.7 Neither:

(a) the accidental omission to give notice of a meeting; nor

(b) the non-receipt by any person of notice of a meeting;

shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

ANNUAL GENERAL MEETINGS

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

(a) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation; and

(b) to receive and consider the reports referred to in Rule 40.4;

(c) to conduct the election of the Board and to declare the results of the election;

(d) to appoint an auditor or auditors in the event that there be a vacancy in the office of Auditor;

(e) to approve the payment of honorariums (if any);

(f) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.

37.9 The chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.

37.10 If the Club's auditor or a representative of the Club's auditor is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

37.11 The Club's auditor shall be given notice of all general meetings at the same time as such notice is given to the members and is entitled to attend any general meeting of the Club.

37.12 The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

37.13 The auditor is entitled to be heard even if:

(a) the auditor retires at the meeting; or

(b) the meeting passes a resolution to remove the auditor from office.

37.14 The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

CHAIR AT GENERAL MEETINGS

37.15 The Chairman shall be entitled to take the chair at every general meeting.

37.16 If the Chairman is not present or is unwilling or unable to act then the Deputy Chairperson shall preside as chairperson of the meeting.

37.17 If the Deputy Chairperson is not present or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to preside as chairperson of the meeting.

37.18 If a member of the Board is not present or is unwilling or unable to act then the members of the Club present shall elect a member to preside as chairperson of the meeting.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

37.19 Subject to the Registered Clubs Act and Gaming Machines Act, Life members and Ordinary members are entitled to attend and vote at a general meeting (and an Annual General Meeting) of the Club.

37.20 A person shall not:

(a) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(b) vote at any election including an election of a member or of the Board, as the proxy of another person.

37.21 Every member eligible to vote shall be entitled to vote on a show of hands and on the taking of a poll and shall have one vote.

37.22 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall have a second or casting vote.

37.23 No member of the Club who is an employee of the Club or is engaged by the Club under a contract for services shall be eligible to vote at any meeting of the Club.

37.24 Subject to this Constitution, every question and ordinary resolution submitted to a meeting shall be decided by a simple majority of votes from those members present and voting at the meeting.

37.25 Voting shall be on a show of hands unless a poll is demanded.

37.26 Five (5) members or the chairperson may demand a poll.

37.27 A demand for a poll may be withdrawn.

37.28 If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs.

37.29 The result of the poll shall be the resolution of the meeting at which the poll was demanded.

37.30 A poll demanded on the election of the chairperson or on a question of adjournment shall be taken immediately.

37.31 At any general meeting (unless a poll is demanded) a declaration by the chairperson that:

(a) a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority; and

(b) an entry to that effect in the book containing the minutes of the proceedings of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

QUORUM FOR GENERAL MEETINGS

37.32 No business shall be transacted at any general meeting of members unless a quorum of members is present.

37.33 At any general meeting of the Club (including an Annual General Meeting), thirty (30) members present in person and eligible to vote shall be a quorum.

37.34 If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the meeting shall:

(a) be dissolved if it was convened at the request of members pursuant to Rule 37.4; or

(b) stand adjourned to the same day in the next week at the same time and place.

37.35 If at any meeting adjourned pursuant to Rule 37.3437.34(b) a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

ADJOURNMENT OF GENERAL MEETINGS

37.36 The chairperson of a meeting may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place.

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

37.38 A resolution passed at an adjourned meeting is passed on the day it was passed and shall not be deemed to have been passed on any earlier day.

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

38. MEMBERS' RESOLUTIONS AND STATEMENTS

RESOLUTIONS FROM INDIVIDUAL MEMBERS

38.1 Notwithstanding Rules 38.3 to 38.12, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.

38.2 The Secretary shall cause all items of business and notices of motion referred to in Rule 38.1 to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.

MEMBERS' RESOLUTIONS

38.3 Subject to Rules 38.4 to 38.11 inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least thirty (30) members who are entitled to vote at a general meeting.

38.4 The notice must:

(a) be in writing; and

(b) set out the wording of the proposed resolution;

(c) be signed by the members proposing to move the resolution.

38.5 Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.

38.6 The percentage of votes that members have is to be worked out as at the midnight before the members give the notice to the Secretary.

38.7 If the Secretary has been given notice of a resolution under Rule 38.3, the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.

38.8 The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting.

38.9 The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting.

38.10 The members requesting the resolution are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the members present and entitled to vote may resolve that the Club meet the expenses itself.

38.11 The Club need not give notice of the resolution:

(a) if it is more than 1,000 words long or defamatory; or

(b) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

38.12 Subject to Rules 38.13 to 38.20 inclusive, members may request the Club to give to all its members a statement provided by the members making the request about:

(a) a resolution that is proposed to be moved at a general meeting; or

(b) any other matter that may be properly considered at a general meeting.

38.13 The request must be made by either:

(a) members with at least 5% of the votes that may be cast on the resolution; or

(b) at least thirty (30) members who are entitled to vote at the meeting.

38.14 The request must be:

(a) in writing; and

(b) signed by the members making the request;

(c) given to the Secretary.

38.15 Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

38.16 The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Secretary.

38.17 After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.

38.18 The Club is responsible for the cost of making the distribution if the Secretary receives the statement in time to send it out to members with the notice of meeting.

38.19 The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

38.20 The Club need not comply with the request:

(a) if the statement is more than 1,000 words long or defamatory; or

(b) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

39. MINUTES

39.1 The Club must keep minute books in which it records:

(a) proceedings and resolutions of general meetings of the Club; and

(b) proceedings and resolutions of meetings of the directors of the Club (including meetings of a committee of directors);

(c) resolutions passed by directors without a meeting.

39.2 The Club must ensure that:

(a) minutes of a meeting are signed within one (1) month of the meeting by the chairperson of the meeting or the chairperson of the next meeting; and

(b) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.

39.3 A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

39.4 The Secretary in his/her discretion may use a recording device at meetings to assist in the preparation of minutes provided that those attending the meeting are informed of the use of the recording device and the recording is destroyed after the minutes have been signed.

40. ACCOUNTS AND REPORTING TO MEMBERS

40.1 The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

40.2 The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.

40.3 The Board shall report to members in accordance with Division 4 of Part 2M.3 of the Act by the earlier of twenty one (21) days before each Annual General Meeting or within four (4) months of the end of the financial year of the Club.

40.4 In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last Sunday of June immediately prior to the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

(c) the auditors' report on the financial report.

40.5 The Club must:

(a) prepare on a quarterly basis financial statements that incorporate:

(i) the Club's profit and loss accounts and trading accounts for the quarter; and

(ii) a balance sheet as at the end of the quarter, and

(b) provide the financial statements to the Board; and

(c) make the financial statements available to the members of the Club within forty-eight (48) hours of the statements being adopted by the Board;

(d) indicate by displaying a notice in the form approved by the Director General on the Club's premises and on the Club's website how the members of the Club can access the financial statements; and

(e) provide a copy of the financial statements to any member of the Club or the Director General on the request (in writing) of the member or of the Director General.

40.6 The Club will also record and report information in accordance with Regulation 18 of the Registered Clubs Act Regulation 2009 or any regulation, Rule or enactment that replaces Regulation 18.

41. FINANCIAL YEAR

41.1 The financial year of the Club and any sub club or other entity created under this Constitution shall commence on the Monday immediately following the last Sunday of June in each year and end on the last Sunday of June in the following year or such other period as having regard to the Act, the Board may determine.

42. AUDITORS

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

43. SECRETARY

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

44. EXECUTION OF DOCUMENTS

44.1 The Club shall have a Seal.

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

44.3 The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

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

(a) two members of the Board; or

(b) one member of the Board and the Secretary.

45. NOTICES

45.1 A notice may be given by the Club to any member either:

(a) personally; or

(b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;

(c) by sending it to the electronic address (if any) nominated by the member.

45.2 Where a notice is sent by post to a member in accordance with Rule 45.1 the notice shall be deemed to have been received by the members:

(a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and

(b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.

45.3 Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

46. INDEMNITY TO OFFICERS

46.1 Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.

46.2 The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

47. INTERPRETATION

47.1 A decision of the Board on the construction or interpretation of the Constitution or any Rule, or any By-Law of the Club made pursuant to this Constitution or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

48. AMENDMENTS TO CONSTITUTION

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