CONSTITUTION

of

AUSTRAL BOWLING CLUB LIMITED

A.C.N. 000 485 218

1. The name of the Company (hereinafter called the Club") is Austral Bowling Club Limited.

DEFINITIONS

2. (a) In this Constitution unless there be something in the subject or context inconsistent therewith:

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

"Biennial General Meeting" means the Annual General Meeting held in the year 2018 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors retire and the members elect a new Board.

"Code" means the Registered Clubs Accountability Code found in Schedule 2 of the Registered Clubs Regulations (NSW) 2015.

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

"The Constitution" means this Constitution.

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

"The Club" means Austral Bowling Club Ltd.

"The 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.

"Financial member" means a member who has renewed their membership of the Club by the relevant due date, and/or who has paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates (if any are required).

"Full Member" means a member who is an Ordinary member, Life member, Social member or Junior member of the Club.

"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.

"In writing" and "written" include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

"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.

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

"Non financial member**"** means a member who has not renewed their membership of the Club by the relevant due date, and/or has not paid all joining fees, subscriptions, levies and other payments to the Club by the relevant due dates.

"Quarter" means a period of 3 months ending on 31 March, 30 June, 30 September or 31 December.

"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.

"Rules" means the rules comprising this Constitution.

"Secretary**"** includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager and Chief Executive Officer.

"Special Resolution" has the meaning assigned thereto by the Act.

"The Office" means the registered office for the time being of the Club.

(b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

OBJECTS

3. The objects for which the Club is established are:

(a) To purchase lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Club

may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club;

(b) To provide, lay out, establish and maintain bowling greens and such other grounds to be used for sporting and recreation purposes as may be determined by the Club at Austral or elsewhere in the State of New South Wales;

(c) To provide a Club house and other buildings to contain accommodation, residential or otherwise, for members and their guests containing such amenities and conveniences as may be considered desirable for the purpose of the Club and to furnish and maintain such club house and buildings;

(d) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.

(e) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.

(f) To promote the game of bowls and such other sports games amusements entertainments pastimes and recreations indoor and outdoor as the Board of Directors of the Club may deem expedient to offer and grant or contribute towards the provision of prizes and awards.

(g) To arrange and control open bowling and other matches and competitions.

(h) To devote any part of the funds of the Club towards the expense of matches and competitions and the provision of prizes and trophies.

(i) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies or for the provision and operation of gaming machines.

(j) To establish conduct and carry out any sports tournaments or amusements or to co- operate with any club or clubs person or body or bodies of persons or individuals in establishing conducting and carrying out the same.

(k) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.

(l) Subject to the Liquor Act and Registered Clubs Act to give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof.

(m) To invest and deal with any of the money of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.

(n) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.

(o) To make donations for charitable philanthropic or patriotic purposes.

(p) To indemnity any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.

(q) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

(r) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.

(s) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental.

AND it is hereby declared that the objects specified in each paragraph of Rule 3 shall unless otherwise expressed be independent objects. In no way shall an object be restricted by reference to or inference from the terms of any other paragraph or the name of the Club.

INTERPRETATION

4. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or any By-Laws 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.

PROPERTY AND INCOME OF THE CLUB

5. 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.

6. Nothing in this Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Club or to any member of the Club in return for services actually rendered to the Club nor prevent the payment 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 or reasonable and proper rent for the premises demised or let by any member to the Club.

7. Notwithstanding anything in this Constitution no member of the governing body of the Club shall be appointed to any salaried office of the Club or any office of

the Club paid by fees and no remuneration or other benefit in money or monies worth shall be given by the Club to any member of such governing body except repayment of out of pocket expenses and interest at the rate referred to above on money lent or reasonable and proper rent for premises demised or let to the Club.

LIMITED LIABILITY

8. The liability of the members is limited.

MEMBERS GUARANTEE

9. (a) Every member guarantees that in the event of the Club being wound up while he or she is a member, or within one year after he or she ceases to be a member, that he or she will contribute an amount not exceeding $5.00 to the property of the Club.

(b) The monies contributed in accordance with paragraph (a) of this Rule shall be used for the payment of:

(i) debts and liabilities of the Club including debts and liabilities of the Club contracted before that person ceased to be a member of the Club; and

(ii) costs, charges and expenses of the winding up.

APPLICATION OF PROPERTY ON DISSOLUTION

10. (a) If upon the winding up or dissolution of the Club there remains after satisfaction of all of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to an entity which has objects similar to those of the Club and whose constitution prohibits the distribution of its property among its members.

(b) The entity referred to in Rule 10(a) shall be determined by the members of the Club in general meeting (by ordinary resolution) at or before the time of the dissolution, or in default thereof, the Supreme Court of NSW.

PRELIMINARY

11. 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.

12. The Club is established for the purposes set out in this Constitution.

13. (a) The Club shall be a non-proprietary company.

(b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body or of any committee of the Club shall not be entitled under the rules 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.

(c) 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.

(d) The Secretary or Manager or any employee or a member of the Board or 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.

14. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.

(b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

15. (a) 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; provided that this paragraph 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.

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

(c) A person under the age of 18 years shall not use or operate any of the gaming facilities on the premises of the Club.

(d) 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.

(e) Subject to Section 73(2) 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.

(f) 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.

MEMBERSHIP

16. Deleted.

(b) No person under the age of 18 years shall be admitted as a member of the Club, other than as a Junior member.

17. The membership of the Club shall be divided into the following categories:

(a) Ordinary members;

(b) Life members;

(c) Junior members;

(d) Social members;

(e) Honorary members;

(f) Temporary members; and

(g) Provisional members.

18. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

Ordinary Members

19. (a) Ordinary members shall be persons who have been elected as Ordinary members and have paid the entrance fee (if any) and the applicable annual subscription.

(b) Ordinary members, who for the preceding two (2) years are registered in accordance with the constitution, regulations, all rules of Bowls NSW and on BowlsLink as having nominated the Club as their declared or primary club and have played in each of the preceding two (2) years a minimum of 12 full games of lawn bowls with the Club as their declared or primary club shall be entitled to:

(i) all the playing and social privileges and advantages of the Club; and

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

(iii) be elected to the positions of the Board detailed in Rule 45(a), 45(b) and 45(c), subject to Rule 46(d).

(c) Ordinary members who have not satisfied the requirements of Rule 19(b) shall be entitled to:

(i) all the playing and social privileges and advantages of the Club; and

(ii) attend and vote at any meetings of the Club (subject to sub paragraph (v) of this Rule 19(c);

(iii) be elected to the positions on the Board detailed in Rule 45(c), subject to Rule 46(d).

But shall not be entitled to:

(iv) subject to Rule 46(d), be elected to the positions on the Board detailed in Rule 45(a) and 45(b) unless that ordinary member satisfies paragraph (d) of this Rule; or

(v) vote on any resolution altering this Constitution unless that ordinary member satisfies paragraph (d) of this Rule.

(d) Ordinary members who have not satisfied the requirements of Rule 19(b) shall be entitled to be elected to the Board and vote on any resolution altering this Constitution if they can demonstrate to the satisfaction of the Board that they were unable to play the required number of games due to accident, illness or physical disability and provide a medical certificate to that effect.

(e) Any decision of the Board in relation to paragraph (d) of this Rule shall be final.

Life Members

20. (a) Life membership shall be conferred on any member who has rendered outstanding service to the Club. To be eligible for Life membership a member must be nominated by two Ordinary members of the Club. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is unanimously approved by the Board, the nomination shall be referred to the next general meeting of the Club. If the nomination is approved by votes from a three fourths majority of those members present and voting at the general meeting the member nominated shall be a Life member of the Club and shall be relieved from the payment of any annual subscription.

(b) A Life member shall be entitled to all the rights, privileges and advantages to which an Ordinary member is entitled under this Constitution and shall have full voting rights notwithstanding they do not satisfy the requirements of paragraph (b) or (d) of Rule 19.

Junior Members

21. Junior members shall be persons under the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at any meetings of the Club. A person shall not be admitted as Junior members of the Club unless the Board is satisfied that the person will take part in regular sporting activities organised by the Club.

Social Members

22. (a) Social members shall be persons who have been elected as Social members and have paid the entrance fee (if any) and the applicable annual subscription.

(b) Social members shall be entitled to:

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

(ii) attend and vote at any meetings of the Club (subject to paragraph (c) of this Rule 22);

(iii) be elected to the positions on the Board detailed in Rule 45(c), subject to Rule 46(d).

(c) Social members shall not be entitled to vote on any special resolution altering this Constitution.

Honorary Members

23. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

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

(ii) any prominent citizen or local dignitary visiting the Club;

(b) Honorary members who are not Full members of the Club shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

(c) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

(d) When honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

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

(ii) the residential address of the Honorary Member.

Temporary Members

24. The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club:

(a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution.

(b) A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;

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

(d) Any interstate or overseas visitor.

25. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;

(b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;

(c) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 43;

(d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member and/or refuse admission to any Temporary member at any time without notice and without having to provide any reason therefore.

(e) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 24(c).

(f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 24(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:

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

(ii) the residential address of the Temporary member;

(iii) the signature of the Temporary member.

25A. A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). A person admitted to Temporary membership under this Rule shall only be required to enter their relevant details in the register of Temporary members as required by the Registered Clubs Act on the first day that they enter the Club's premises during that period.

Provisional Members

26. Every person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall 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.

27. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

28. Provisional members shall be entitled only to the social facilities and amenities of the Club and introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so, but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

VOTES OF MEMBERS

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

(i) Life members; and

(ii) Ordinary members – subject to Rules 19(b), 19(c) and 19(d);

(iii) Social members – subject to Rule 22(c).

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

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

30. No member (other than a Life member) shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless that member has paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting or such election as the case may be.

ELECTION OF MEMBERS

31. A person shall not be admitted as an Ordinary member, Junior member or Social member of the Club unless that person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club, and the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.

32. Deleted.

33. (a) Every application for Ordinary membership, Junior membership and Social membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, date of birth, the email address and telephone number of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate and in the case of a Junior member, the signature of the parent or guardian of the applicant.

(b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription and evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.

(c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.

(d) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 33(c) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.

(e) The full name 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. 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.

34. (a) Upon a person being elected to Ordinary membership, Junior membership or Social membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.

(b) 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 on payment of any fee that may be prescribed by the Act or the Board.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

35. For the purposes of section 30(2B) of the Registered Clubs Act, the Board shall determine the joining fees, subscriptions and other payments (excluding levies) (if any) payable by members of the Club.

36. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time.

37. (a) All joining fees, subscriptions and levies and other payments prescribed by the Board shall be due and payable by 31st December in each year and the Board shall notify members of the relevant due date or dates in such manner determined by the Board.

(b) Any person who has not paid his or her subscription within a period of thirty (30) days from the due date or who has failed to renew their membership by the due date, on or before the 31st January in each year 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 in which case the provisions of Rule 40 shall not apply to such resolution.

(c) Any person who has ceased to be a member of the Club pursuant to paragraph of this Rule 37 may reapply for membership in accordance with this Constitution.

(d) Notwithstanding any Rule contained in this Constitution, a Non-Financial member shall not be entitled to:

(i) Attend at the premises of the Club for any purpose without the permission of the Board; or

(ii) Participate in any of the social or sporting activities of the Club or any sub club without the permission of the Board;

(iii) Attend or vote at any meeting of the Club or any Sub Club;

(iv) nominate or be elected or appointed to the Board or any committee of any Sub Club;

(v) vote in the election of the board or any committee of any Sub Club;

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

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

(e) The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Rule the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

NOTIFICATION TO CLUB REGARDING CHANGE IN MEMBER'S DETAILS

38. Every member must advise the Secretary of any change to their personal details (including their address, email address and telephone number) within seven (7) days of the change to their personal details.

REGISTERS OF MEMBERS AND GUESTS

39. The Club shall keep the following registers:

(a) A register of persons who are Full members of the Club. This register shall set forth the name in full and address of each Full member, and the date of being first elected to membership of the Club and if that person is an Ordinary member, Junior member or Social ember, the date on which that member last paid the annual fee for membership of the Club.

(b) A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 24(c).

(c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. This register shall set forth in respect of each of those guests:

(i) the name in full or 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.

DISCIPLINARY PROCEEDINGS

40. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:

(i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.

(ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.

(iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, and 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.

(iv) 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.

(v) 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.

(vi) 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.

(vii) A decision as to the guilt or otherwise of a member shall require votes from not less than half of the Board of Directors present and voting on the charge or complaint.

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

(ix) A decision to expel a member from the Club shall require votes from not less than two thirds of the Board of Directors present and voting on a resolution to that effect.

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

(xi) The Board shall have power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 40(a).

(b) In the event that a notice of charge is issued to a member pursuant to sub paragraph (i) of paragraph (a) of this Rule 40 the Board or 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 weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

(c) In accordance with Section 77 of the Liquor Act the Secretary or subject to paragraph (e) of this Rule 40 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:

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

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

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

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

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

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

(vii) 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.

(d) If pursuant to paragraph (c) of this Rule 40 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (e) of this Rule 40) and Employees of the club, may at any subsequent time, refuse to admit that 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.

(e) Without limiting the provisions of Section 77 of the Liquor Act the employee who under this Constitution is entitled to exercise the powers set out in this Rule shall be:

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

(ii) Any employee authorised in writing by the Secretary to exercise such power.

(f) Without limiting Rule 40(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 40(c)(i), 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.

(g) Without limiting Rule 40(d), if a person has been refused admission to or turned out of the Club in accordance with Rule 40(c)(i), the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

RESIGNATION AND CESSATION OF MEMBERSHIP

41. A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Chief Executive Officer or 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. Such resignation shall take effect from the date on which it is received by the Chief Executive Officer or the date on which the membership card is received by the officer of the Club. The member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

42. (a) All members other than Junior members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 43. 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 39(c).

(b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been suspended or expelled from the Club pursuant to Rule 40(a) or Rule 40(b) or who has been refused admission to or turned out of the Club pursuant to Article 40(c).

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

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

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

(f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.

(g) A guest shall not remain on the premises of the club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

(h) 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.

43. A Temporary member may bring into the Club premises as the guest of that Temporary member a minor:

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

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

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

44. For the purposes of Rule 43, "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.

BOARD OF DIRECTORS

45. The Board shall consist of:

(a) A President, Senior Vice President and Treasurer who shall be Ordinary Members satisfying the requirements of either Rule 19(b) or Rule 19(d); and

(b) Four (4) Ordinary Directors who shall be ordinary Members satisfying the requirements of either Rule 19(b) or 19(d);

(c) Two (2) Ordinary Directors who shall satisfy the requirements of either Rule 19(b), Rule 19(c) or Rule 22;

(d) That a Member of Austral Bowling Club must be a Director of the Board for one whole term before standing for the position of President, Senior Vice President or Treasurer.

(Approved to take effect as and from the AGM of the Club held in 2020)

45. The Board shall consist of:

(a) A President, Senior Vice President and Treasurer who shall be Ordinary Members satisfying the requirements of either Rule 19(b) or Rule 19(d); and

(b) Two (2) Ordinary Directors who shall be Ordinary Members satisfying the requirements of either Rule 19(b) or Rule 19(d);

(c) Two (2) Ordinary Directors who shall satisfy the requirements of either Rule 19(b), Rule 19(c) or Rule 22;

(d) A Member must have been a Director on the Board of the Club for one whole term before being eligible to nominate for or be appointed to either position of President, Senior Vice President or Treasurer, subject to Rule 46(d).

46. (a) With effect from and for the purposes of the Annual General Meeting of the Club to be held in 2018, the Board shall be elected biennially in accordance with this Constitution.

(b) Only Ordinary members, Life members and Social members shall be entitled to take part in the management of the Club and to stand for or be elected to the Board.

(c) A member shall not be entitled to be elected or appointed to the Board if he or she does not hold a Director Identification Number on the proposed date of election or appointment to the Board.

(d) No member is eligible to nominate for, to stand for, to be elected to or to be appointed to any position on the Board detailed in Rule 45, unless, for a continuous period of two (2) years prior to such nomination for, such standing for, such election to or such appointment, such member:

(i) has satisfied the requirements of Rule 19(a) and comes within Rule 19(b) or Rule 19(d), if the nomination for, the standing for, the election to or the appointment is to any position on the Board detailed in Rule 45(a);

(ii) has satisfied the requirements of Rule 19(a) and comes within Rule 19(b) or Rule 19(d), if the nomination for, the standing for, the election to or the appointment is to any position on the Board detailed in Rule 45(b);

(iii) has satisfied the requirements of Rule 19(a) and comes within Rule 19(b), if the nomination for, the standing for, the election to or the appointment is to any position on the Board detailed in Rule 45(c) by reason of having satisfied the requirements of Rule 19(b);

(iv) has satisfied the requirements of Rule 19(a) and comes within Rule 19(c), if the nomination for, the standing for, the election to or the appointment is to any position on the Board detailed in Rule 45(c) by reason of having satisfied the requirements of Rule 19(c);

(v) has satisfied the requirements of Rule 22(a) if the nomination for, the standing for, the election to or the appointment is to any position on the Board detailed in Rule 45(c) by reason of having satisfied the requirements of Rule 22.

47. No member of the Club who is also an employee of the Club shall be eligible to nominate for, stand for, be elected to or appointed to any position on the Board. Subject to Rule 46(d), a staff member must have been terminated or resigned from their position at the Club for a continuous period of two (2) years immediately before nominating for, standing for, being elected to or appointed to any position on the Board.

MANDATORY TRAINING FOR DIRECTORS

47A. (a) In the case of any director elected or appointed to the Board for the first time they shall be required to successfully complete (at the Club's expense) the ClubsNSW Director Foundation & Management Collaboration course and the Finance for Club Boards course (Director Training) within 12 months of being elected, or appointed to the Board.

(b) A director who fails to attempt or attend the Director Training will be in breach of this Constitution and may thereby be subject to disciplinary action in accordance with Rule 40(a).

48. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the Notice Board.

49. (a) If there be more than the required number of candidates nominated for any position an election by secret ballot shall take place in respect of that position.

(b) If there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

(c) If, after the close of nominations one or more candidates for a position on the board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would thereby eliminate the need for an election for that position then the remaining candidates shall be deemed to be duly elected.

(d) If by the close of nominations there are insufficient candidates for all positions on the Board, or if, after the close of nominations one or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal unavailability or ineligibility results in there being insufficient candidates for all positions then those candidates who are nominated shall be deemed to be duly elected to the relevant positions and, provided there are sufficient Directors to form a quorum, the vacant positions shall be casual vacancies and thereby the provisions of Rule 68 shall apply.

50. No person currently under suspension by the Board in accordance with this Constitution shall be eligible to nominate stand for or be elected to the Board.

51. An biennial election by ballot of the members of the Board of Directors shall be conducted in the following manner:

(a) The ballot shall be taken one week prior to the date fixed for the Biennial General Meeting at the place and times appointed for the holding of

such ballot as determined by the Board.

(b) The ballot shall commence and close at the time fixed by the Board.

(c) The voting papers shall show the names of the duly nominated candidates for the respective positions in random order.

(d) The voter shall mark his voting paper by placing an "X" alongside the name of the candidate for whom he/she wishes to vote for, thus leaving the names of the candidates for whom he/she does not wish to vote for blank.

(e) The ballot shall be conducted by the Returning Officer who shall be appointed by the Board. The Returning Officer shall not be a candidate, the proposer or seconder of a candidate or an employee of the Club.

(f) The Returning officer shall appoint two scrutineers to assist in the conduct of the ballot. The Scrutineers shall not be candidates, proposers or seconders of candidates or employees of the Club.

(g) At the closing of the poll the Returning Officer assisted by the scrutineers shall examine and count the voting papers and shall report the results of the ballot to the chairperson of the annual general meeting.

(h) The results of the ballot shall be declared by the chairperson at the following Biennial General Meeting.

(i) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal.

(j) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer whose decision shall be final.

(k) In the event of an equality of votes in favour of two (2) or more candidates the position to be filled shall be decided by the Returning Officer, in the presence of the scrutineers drawing lots between the candidates in respect of which there is an equality of votes and the candidate who is first drawn in the lot shall be the candidate elected to the position.

(l) The election of the Board (including without limitation, the results of the election of the Board) shall not be invalidated or voided if the procedure in Rule 25.1 is not strictly complied with provided there is no substantive injustice for any candidates.

52. Subject to the provisions of the Constitution no director shall receive any remuneration for his services other than an honorarium in his capacity as a director.

POWERS OF THE BOARD

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

54. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the

Registered Clubs Act and of this Constitution and to any amendments to this Constitution provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

(a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable there to and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

(b) To make such By-Laws not inconsistent with the Constitution of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

(i) Such matters as the Board is specifically by this Constitution empowered to regulate by By-Law.

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

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

(iv) The conduct of members.

(v) The privileges to be enjoyed by each category of members.

(vi) The relationship between members and Club employees.

(vii) And generally all such matters as are commonly the subject matter of the Constitution or By-Laws or which by the Constitution are not reserved for decision by the Club in General Meeting.

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

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

(e) To secure the fulfilment of any 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.

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

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

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

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

(j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise) and to 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 the Liquor Act and the Registered Clubs Act.

(k) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his/her duties.

(ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time

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

(m) (i) To create sections and committees for the conduct, management and

control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

(ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.

(iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

(iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.

(v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.

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

(n) To set the entrance fees and annual or other subscriptions and fees payable by all members.

55. (a) Any by-law or regulation made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such by law or regulation on the notice board.

(b) The Club in general meeting may revoke or disallow any such by-law or regulation provided that the notice convening the meeting states that notice has been received as provide in clause (c) of this Rule and also specified the

by-law or regulation objected to.

(c) Without limiting the rights under this Constitution any five members may at any time during the month of July in any year give to the Secretary notice in writing signed by them that they object to one or more specified by-laws or regulations and the Secretary shall then include a statement to that effect on the notice convening the next general meeting.

(d) Neither the revocation or disallowance by the Club in general meeting of any by-law or regulation or the knowledge that it might take place nor its amendment or recission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or recission.

PROCEEDINGS OF THE BOARD

56. (a) The Board may meet together in person and/or by electronic means for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each Quarter for the transaction of business.

(b) 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.

57. The President shall preside as chairperson at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President shall preside as chairperson. If both the President and Senior Vice President are not present or are unwilling or unable to act the directors present shall elect a chairperson for that meeting. The quorum for meetings of the Board shall be a majority of the Board members present in person and/or by electronic means.

58. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.

59. 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 members 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.

60. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose

61. 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

62. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, 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 members of the Board. The resolution shall be passed when the last the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.

62A. In addition to Rule 62, a resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution shall be passed when the last director sends their email agreeing to the resolution.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

63. (a) 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:

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

(ii) comply with Rule 65(b).

(b) 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:

(i) Must not vote on the matter; and

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

REGISTERED CLUBS ACCOUNTABILITY CODE

64. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Rule 64.

(b) For the purposes of this Rule 64, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations.

(c) CONTRACTS WITH TOP EXECUTIVESThe Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

(i) the top executive's terms of employment; and

(ii) the roles and responsibilities of the top executive;

(iii) the renumeration (including fees for service) of the top executive;

(iv) the termination of the top executive's employment.

(d) Contract of employment with top executives:

(i) will not have any effect until they are approved by the Board; and

(ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES

(e) Subject to any restrictions contained in the Registered Clubs Act and Rule 31, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

(f) A "pecuniary interest" in a company for the purposes of Rule 64(e) does not include any interest exempted by the Registered Clubs Act.

CONTRACTS WITH SECRETARY AND MANAGERS

(g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:

(i) the Secretary or a manager; or

(ii) any close relative of the Secretary or a manager;

(iii) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

LOANS TO DIRECTORS AND EMPLOYEES

(h) The Club must not:

(i) lend money to a director of the Club; and

(ii) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars ($10,000) or less and the proposed loan has first been approved by the Board.

RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES

(i) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

(j) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB

(k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:

(i) any material personal interest that the director has in a matter relating to the affairs of the Club; and

(ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major

capital works of the Club;

(iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;

(iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars ($1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars ($1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club;

(v) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with this Rule 64.

TRAINING DISCLOSURES

(l) The Club must make available to members:

(i) details of any training which has been completed by directors, the Secretary and managers of the Club in accordance with the Registered Clubs Regulation; and

(ii) the reasons for any exemption of any director, the Secretary and any manager of the Club from the training prescribed by the Registered Clubs Regulation.

(m) The Club must indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

PROVISION OF INFORMATION TO MEMBERS

65. The Club must:

(a) make the information required by the Registered Clubs Regulations available to the members of the Club within four (4) months after the end of each reporting period to which the information relates: and

(b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

VACANCIES ON BOARD

66. Subject to the provisions of this Constitution the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with this Constitution. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. 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 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.

67. The office of a member of the Board shall automatically be vacated:

(a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Section 206B of the Act.

(b) If he or she 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) If he or she is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.

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

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

(f) If he or she ceases to be a member of the Club.

(g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with this Constitution.

(h) If he or she becomes an employee of the Club.

(i) If he or she fails to comply with Rule 47A.

68. (i) The Board shall have the power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person who fills the casual vacancy will hold the position during such time as the person whose place he or she is appointed would have held the same if the position had not become vacant.

(ii) If the vacancy involves the President, Senior Vice President or Treasurer, the position is to be filled from within the current elected Board.

GENERAL MEETINGS

69. 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.

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

(b) The Board must call and arrange to hold a general meeting of the Club on request of members with at least five per cent (5%) of votes that may be cast at the general meeting. In this Rule 70 the term "the request" shall mean the requests referred to in this subparagraph (b).

(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 Club.

(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 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

(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 21 days after the request is given to the Club.

(g) The meeting referred to in paragraph (f) of this Rule 70 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 months after the request is given to the Club.

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

(i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 70. The directors who are liable are jointly and individually liable for the amount If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

71. (a) 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.

(b) A notice of a general meeting of the Club's members must:

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

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

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

(c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior of the date of the meeting.

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

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

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

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

(b) To receive and consider the reports referred to in Rule 87.

(c) In the case of a Biennial General Meeting to declare the results of any election for the Board.

(d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor.

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

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

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

MEMBERS' RESOLUTIONS

74. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:

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

(ii) at least 100 members who are entitled to vote at a general meeting.

(b) The notice must:

(i) be in writing; and

(ii) set out the wording of the proposed resolution; and

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

(c) 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.

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

75. (a) If the Club has been given notice of a resolution under Rule 74, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given.

(b) 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.

(c) 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.

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

(e) The Club need not give notice of the resolution:

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

(ii) 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.

76. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:

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

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

(b) The request must be made by:

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

(ii) at least 100 members who are entitled to vote at the meeting.

(c) The request must be:

(i) in writing; and

(ii) signed by the members making the request; and

(iii) given to the Club.

(d) 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;

(e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the Club.

(f) 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.

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

(h) 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.

(i) The Club need not comply with the request:

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

(ii) 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.

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

CANCELLATION AND POSTPONEMENT OF GENERAL MEETINGS

77A. The Board may cancel or postpone any general meeting prior to the date on which it is to be held, except where such cancellation or postponement would be contrary to the Act. The Board may give such notice of the cancellation or postponement as it thinks fit but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting. This Rule 77A will not operate in relation to a meeting called pursuant to a request or requisition of members.

WITHDRAWAL OF RESOLUTIONS

77B. The Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting, except where the withdrawal of such a resolution would be contrary to the Act.

USE OF TECHNOLOGY FOR GENERAL MEETINGS

77C The Club may hold a general meeting at two (2) or more venues using technology that gives the members as a whole a reasonable opportunity to participate at the meeting.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

78. (a) The Club's auditor is entitled to attend any general meeting of the company.

(b) 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.

(c) The auditor is entitled to be heard even if:

(i) the auditor retires at the meeting; or

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

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

PROCEEDINGS AT GENERAL MEETINGS

79. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Senior Vice President shall preside as chairperson. If both the President and Senior Vice President are not present or are unwilling or unable to act then the members present shall elect a chairperson for the meeting.

79A. The Chairperson:

(a) is responsible for the conduct of the general meeting; and

(b) shall determine the procedures to be adopted and followed at the meeting;

(c) may refuse a member admission to a general meeting or require a member to leave a general meeting if in his or her opinion, the member is not complying with reasonable directions and/or is acting in an offensive and disruptive manner at the meeting.

80. At any general meeting of the Club called by the President or the Board, twenty (20) members present in person and eligible to vote shall be a quorum. At any general meeting called by the requisition of members in accordance with Rule 70, thirty five (35) Members present in person and eligible to vote shall be a quorum. If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 70 the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved.

81. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the Meeting shall have a second or casting vote.

(b) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the

poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.

(c) A demand for a poll may be withdrawn.

(d) At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

82. 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.

83. The Chairperson of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

84. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting and any such minute shall be signed by the Chairperson of the meeting to which it relates or by the Chairperson of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS

85. The Board shall

(a) 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.

(b) 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.

(c) cause the financial statements referred to in paragraph (b) of this Rule to be submitted to a meeting of the Board.

(d) make the financial statements referred to in paragraph (b) of this Rule available to members of the Club within forty-eight (48) hours of the

statements being adopted by the Board.

(e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the members of the Club can access the financial statements referred to in paragraph (b) of this Rule.

(f) provide a copy of the financial statements referred to in paragraph (b) of this Rule available to any member on the written request of the member.

86. 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.

87. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act. In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior t

88. o the Annual General Meeting:

(a) the financial report of the Club; and

(b) the directors' report;

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

FINANCIAL YEAR

89. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in each year or such other period as having regard to the Act, the Board may determine.

AUDITORS

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

SECRETARY

91. 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.

92. (a) The Club shall have a Seal.

(b) The Board must provide for the safe custody of the Seal.

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

(i) two members of the Board; or

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

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

(i) two members of the Board; or

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

NOTICES

93. Without limiting the provisions of the Corporations Act, 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;

(c) by sending it to the electronic address of the member;

(d) by sending the member sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice or a postcard to the member's address containing instructions on how to access the notice.

94. Where a notice is sent to a member in accordance with Rule 92(a), the notice is deemed to be received on the day it is given to the member.

93A. Where a notice is sent to a member in accordance with Rule 92(b) and (c), the notice shall be deemed to have been received by the members on the day following that on which the notice was sent.

93B. Where a notice is sent to a member in accordance with Rule 92(d), the notice shall be deemed to have been received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

INDEMNITY TO OFFICERS

95. (a) Every officer (as defined in Section 82A of the Act) of the Club and every auditor of the Club may if the directors so determine 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 or auditor in defending any proceedings whether civil or criminal.

(b) 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.

MEETINGS AND VOTING

96. (a) In accordance with section 30C (3) of the Registered Clubs Act, the Club, the Board, or a committee of the Club may (but is not required to):

(i) distribute a notice of, or information about, a meeting or election of the Club, the Board, or a committee of the Club by electronic means, and/or

(ii) hold a meeting at which all or some persons attend by electronic means

but only if a person who speaks at the meeting can be heard by the other persons attending;

(iii) allow a person entitled to vote at a meeting of the Club, the Board, or a committee of the Club.to vote in person or by electronic means.

(b) If there is any inconsistency between Rule 95 (a) and any other provision of this Constitution, Rule 95 (a) shall prevail to the extent of that inconsistency.

GENERAL

97. This Constitution shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in the Constitution are inconsistent therewith they shall be inoperative and have no effect.