

CONSTITUTION

of

BRIARS AT GREENLEES LIMITED ACN 001 029 545

NAME

1. The name of the Company (hereinafter called "the Club") is Greenlees Park Bowling Club Limited but as from the Amalgamation Date the name shall be "Briars at Greenlees Limited".

DEFINITIONS

2. (a) In this Constitution unless there be something in the subject or context otherwise expressly stated:

"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.

"Amalgamated Club" means the club formed from the amalgamation with The Briars Sporting Club Limited.

"Amalgamation Date" means the date on which the BRIARS SPORTING CLUB LIMITED passes a special resolution to go into voluntary liquidation for the purposes of amalgamating with the Club pursuant to the provisions of the Registered Clubs Act 1976 provided that conditional approval for that amalgamation has been granted by the Licensing Court of New South Wales.

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

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

"Class A Members" shall mean the Sporting Members of the Club for the time being and the Sporting Members of the Briars Sporting Club as of, and following, Amalgamation Date.

"Class B Members" shall mean the Life Members of the Club for the time being, and the Life Members of the Briars Sporting Club as of, and following, Amalgamation Date.

"Class C Members" shall mean the members of the Club and the Briars Sporting Club who, as of the Amalgamation date, were Social Members of the Club and the Briars Sporting Club, respectively. Should such Social Member cease to remain as Social Member following the Amalgamation Date for whatever reason, he or she shall no longer be a Class C Member, even if he or she rejoins as a Social Member at any later date.

"Class D Members" shall mean a member who is admitted as a Social Member of the Club after the Amalgamation Date.

"Class E Members" shall mean a member of the Club or of the Briars Sporting Club as the case may be, who is a Country Associate Member, City Associate member, an Interstate Member, or a Overseas Member, as of, and following, Amalgamation Date.

"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.

"Conditional Approval Date" means the date when the Licensing Court makes an order conditionally approving the amalgamation pursuant to section 17A (4) of the Registered Clubs Act.

"Constitution" means this Constitution.

"Country Member" shall mean a member of the Club who is admitted as a Country Member on such terms as the Board may prescribe from time to time, or was a Country member of the Club, or the Briars Sporting Club as of Amalgamation Date.

"Full Member" means any member who is a fully paid up member of their respective category of membership and includes any Life Member.

"Interstate Member" means a member of the Club who is admitted as an Interstate Member on such terms as the Board may prescribe from time to time, or was an Interstate member of the Club, or of the Briars Sporting Club as of Amalgamation Date. .

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

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

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

"Ordinary Member" means a member who is a Sporting, Social, Junior member, and a Class E member.

"Overseas Member" shall mean a member of the Club who is admitted as an Overseas Member on such terms as the Board may prescribe from time to time, or was an Overseas member of the Club, or the Briars Sporting Club as of Amalgamation Date.

"Rules" means the rules comprising this Constitution.

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

"Social Member" means a member who is a member pursuant to Rule 23 of this Constitution.

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

"Sporting Member" means a member who is a member pursuant to Rule 22.

"Sporting sub club" means any sporting club whether or not incorporated, that pursuant to a resolution of the Board is, or becomes affiliated with the Club.

- (b) A member (other than a life Member) shall not be deemed to be a member at the date of a meeting at which only members may attend or vote:
- (i) If at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 44; or
 - (ii) If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and

in either case that member shall be and remain ineligible to attend and vote at any meeting until payment in full of the amount owing.

- (c) 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 of the Club are:

- (a) To amalgamate with the Briars Sporting Club Limited and such other clubs as may be permitted by law from time to time.
- (b) To construct, 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.

- (c) To promote and conduct lawn bowls, rugby football, hockey, cricket, squash and such sports, games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient.
- (d) To construct establish provide maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain club houses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (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 and hold either alone or jointly with any other association club or persons competitions matches and sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners balls concerts and other entertainments.
- (g) To subscribe to become a member of or amalgamate with any other club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club, provided however that the Club shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Rule 5 of this Constitution.
- (h) 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 and the ownership, holding and operation of gaming machines under the Gaming Machines Act and all other forms of gambling permitted by law.
- (i) To buy prepare make supply sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas grounds club houses or premises of the Club.
- (j) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (k) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.

- (l) To do all or any of the abovementioned things either singly or in conjunction with any other corporation company firm association club or person and either as principals agents contractors trustees or otherwise.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (n) To purchase or other wise 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.

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. Without in any way limiting the generality of Rule 3, the Board may set aside out of the profits of the Club such sums as it thinks proper as a reserve fund to meet contingencies or for repairing, improving or for such other purposes as the Board shall in its discretion think conducive to the interests 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 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 by way of honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976 and/or by way of repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act or being 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. Every member of the Club undertakes to contribute to the property of the Club, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Club contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two dollars (\$2.00).

APPLICATION OF PROPERTY ON DISSOLUTION

10. If upon the winding up or dissolution of the Club there remains after the satisfaction of all 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 to at least the same extent as in Rule 5 above. Such entity or entities to be determined by the Members of the Club at or before the time of the dissolution, and in default thereof by the President of the Supreme Court of New South Wales or such other judge of or in Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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(6A) 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 certificate of Registration under Part II of the Registered Clubs 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 certificate.
 - (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.

- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002 the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
 - (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002 the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
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 the gaming facilities of the Club.

MEMBERSHIP

16. (a) The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club other than a Junior member in accordance with this Constitution.
17. Until the Amalgamation Date the categories of membership and their respective rights and privileges will be the same as provided in the Constitution of the Club (being the Memorandum and Articles of Association) immediately prior to the adoption of this Constitution.
18. As from the Amalgamation Date, the membership of the Club shall be divided into the following categories:
- (a) Class A Members;
 - (b) Class B Members;

- (c) Class C Members;
 - (d) Class D Members;
 - (e) Class E Members;
 - (f) Junior members;
 - (g) Honorary members;
 - (h) Temporary members.
 - (i) Provisional members.
19. Ordinary members of the Club shall have the meaning set out in Rule 2 of this Constitution.
20. The rights of any member to attend and/or vote at any meeting of the Club shall be provided for in Rule 21.

ELIGIBILITY AND RIGHTS OF CLASSES OF MEMBERSHIP

21. Class A, Class B, and Class E Members shall have the right to attend any meeting and vote in the election of the Board, or in any other vote or meeting authorised under this Constitution. Class C Members shall have the voting rights and attributions set out in Rule 23. For avoidance of doubt, Class D Members, Temporary members, Honorary members, and Provisional members shall not have any rights (including no voting rights) except as otherwise expressly provided for in this Constitution.

SPORTING MEMBERS

22. (a) Persons who have attained the age of eighteen (18) years and who are elected to Sporting membership of the Club or transferred by the Board to Sporting membership of the Club or who have become Sporting members pursuant to this Constitution shall be Sporting members of the Club. Sporting Members shall continue to be Sporting Members when they cease to participate in the activities of Sporting Members as long as such persons continue to meet the annual subscriptions determined by the Board from time to time in accordance with Rule 22(c).
- (b) A person shall not be admitted as a Sporting member of the Club unless such person participates in the sporting activities of the Club, by way of playing, coaching, managing, or assisting in the sporting activities of the Club, provided that they satisfy the Board that such member will be able to participate in a sporting activity for a minimum of two years, or on such other terms as the Board may determine from time to time.
- (c) Sporting members shall pay such annual subscription as the Board may determine from time to time.

- (d) Subject to Rule 21 of this Constitution, Sporting Members shall be entitled to:
- (i) all the social and sporting activities and facilities of the Club;
 - (ii) attend and vote at annual general meetings and special general meetings of the Club;
 - (iii) nominate for and be elected to hold office on the Board;
 - (iv) vote at the election of the Board;
 - (v) vote on any special resolution to amend this Constitution;
 - (vi) propose, second and nominate any person to membership of the Club;
 - (vii) propose, second, and nominate any member for any office of the Club;
 - (viii) introduce guests to the Club

but shall not be entitled to the playing privileges of the Club available through membership of a sporting sub club unless and until they have paid to the sporting sub club the entrance fee (if any) and applicable annual subscription of such sporting sub club.

SOCIAL MEMBERS

23. (a) Persons who have attained the age of eighteen (18) years and who are elected to Social membership of the Club or transferred by the Board to Social membership of the Club or who have become Social members following the Amalgamation Date shall be Social members of the Club.
- (b) Social members shall pay an annual subscription as the Board may determine from time to time.
- (c) Social members shall be entitled to:
- (i) the social privileges, activities and facilities of the Club;
 - (ii) attend and vote solely for the election of the members of the Board, provided they are Class C Members, at annual general meetings or special general meetings of the Club;
 - (iii) propose a person for Social or sporting membership of the Club provided that any such proposal is formally seconded by a Sporting or Life Member;
 - (iv) introduce guests to the Club.
- (d) Social members shall not be entitled to:
- (i) Use the sporting facilities of the Club available through membership of a sporting sub club unless as authorised by the Board as it may see fit from time to time;

- (ii) nominate and second members for any office of the Club;
- (iii) vote on any special resolution to amend these Rules;
- (iv) be elected or appointed to office as a director of the Club.

JUNIOR MEMBERS

24. (a) Junior members shall be persons under the age of eighteen (18) years who have become Junior members pursuant to Rule 20 or have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of a sporting sub-club of the Club; and
 - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by a sporting sub-club of the Club;
 - (iii) is satisfied that that person will take part in regular sporting activities organised by a sporting sub-club of the Club.
- (c) Subject to the provisions of the Registered Clubs Act, and notwithstanding any provision to the contrary in this Constitution, a Junior member shall be entitled to the use of such of the facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- (i) vote at any meetings of the Club; or
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any person to membership of the Club;
 - (iv) propose, second or nominate any member for any office of the Club;
 - (v) introduce guests to the Club;
 - (vi) the playing privileges of the Club available through membership of a sporting sub-club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sporting sub-club of the Club.
- (d) Upon attainment of the age of eighteen (18) years of age a Junior member shall be transferred to either Sporting membership or Social membership depending on whether or not they remain members of a sporting sub club after attaining the age of 18 years.

BRIARS MEMBERS

25. (a) Briars Members shall be those persons who were members of Briars Sporting Club Limited and who are admitted to membership of the Club pursuant to Rule 41 for the purposes of the amalgamation between the Club and The Briars Sporting Club Limited.
- (b) For avoidance of doubt, and subject to Rule 25 (a), Briars Members who are Sporting members, Life Members, or Class E Members shall be admitted as Class A, B, or E Members of the Club respectively immediately as of the Amalgamation Date.

LIFE MEMBERS

26. (a) Life member shall mean any member who, in consideration of long and meritorious service or any other special reason has been granted Life membership of the Club in accordance with this Rule or any person who is a Life member of a registered club and has been transferred to Life membership of the Club pursuant to an amalgamation of the Club with that registered club.
- (b) Life membership may only be conferred at an annual general meeting at the recommendation of the Board.
- (c) No grant of Life membership shall be made except with the consent of 75% plus one (1) of the members present and entitled to vote at the meeting.
- (d) Every Life member shall be entitled to all the rights and privileges and (subject to paragraph (f) of this Rule) shall be subject to all the duties and obligations of a Sporting member.
- (e) Any person who is listed as a Life member in the Register of Members on the date of the Special Resolution adopting these Rules shall continue to be a Life member under these Rules.
- (f) A Life member is relieved from the payment of any annual subscription but shall not be entitled to use the sporting facilities or participate in the sporting activities of the Club available through membership of a sporting sub club unless and until they have paid to the sporting sub club the entrance fee (if any) and applicable annual subscription of such sporting sub club.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

27. (a) The Board shall have the power on the application of a Sporting member to transfer that member to another class of membership if that member has the qualifications for such membership.

- (b) The Board shall have the power on the application of a Social member to transfer that member to Sporting membership if that member has the qualifications for Sporting membership.
- (c) Subject to Rule 22(a) of this Constitution if a Sporting member ceases to meet the criteria for Sporting members as set out in this Constitution the Board will have the power to transfer that member to another class of members provided that not less than seven days written notice of the intention to transfer the member to that class of membership is given to the member.
- (d) The application for transfer of membership together with any additional subscription shall be deposited at the office and the Secretary shall cause the name and address of the applicant to be exhibited on the Club Notice Board for a continuous period of not less than one week before the transfer of the applicant to another class of membership of the Club.
- (e) A member will not be entitled to any refund of membership fees or any part thereof if their application for transfer is approved.
- (f) Upon a person being transferred to another class of membership of the Club, the Secretary shall cause a notice of such transfer to be promptly forwarded or posted to such person. If a person fails to be transferred, the Secretary shall cause any additional subscription paid by that member to be forwarded or posted to such member.

PROVISIONAL MEMBERS

- 28. 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.
- 29. Should a person who is admitted as a Provisional member not be elected to membership of the Club within ten (10) 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.
- 30. (a) Provisional members shall be entitled to:
 - (i) the social facilities and amenities of the Club;
 - (ii) introduce guests to the Club.
- (b) Provisional members shall not be entitled to:
 - (i) attend or vote at any meeting of the Club;
 - (ii) nominate for or be elected to the Board;

- (iii) hold any office in the Club;
- (iv) participate in the management, business and affairs of the Club in any way;
- (v) the playing privileges of the Club available through membership of a sporting sub-club unless and until they have paid to the Club the entrance fee (if any) and applicable annual subscription of such sporting sub-club of the Club, or if such subscription is payable by instalments, have paid the applicable number of instalments.

HONORARY MEMBERS

31. (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 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) 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 of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

32. 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 when he so attends the premises of the Club until the end of that day.

- (d) Any interstate or overseas visitor.
 - (e) Any member or associated person of a visiting team attending at the Club in connection with any sporting activity or as otherwise determined by the Board from time to time and subject to the Registered Clubs Act.
33. (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 50;
- (d) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason;
- (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 32(c) or (e);
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 32(c) or (e)) 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 of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted.
 - (iv) the signature of the Temporary member.

VOTES OF MEMBERS

34. (a) The members specified in Rule 21, and Rule 35 shall be entitled to attend and vote at any meetings of the Club, in the manner set out in this Constitution:
- (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.
35. Subject to Rule 2(b) (ii) 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 OTHER THAN BY AMALGAMATION

36. The provisions of Rules 37, 38, 39 and 40 do not apply to persons who are admitted to membership of the Club pursuant to an amalgamation.
37. A person shall not be admitted as an Ordinary 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.
38. Candidates for membership of the Club shall be proposed by one member and seconded by another member of the Club as now set out:
 - (a) Sporting members must be proposed by one Sporting, Life or Social member and seconded by a Sporting or Life member;
 - (b) Social members must be proposed by Sporting, Life or Social members, and seconded by Sporting or Life members.
 - (c) Junior members must be proposed by any member and seconded by a Sporting or Life member.
39.
 - (a) In respect of every proposal for election to Ordinary membership of the Club there shall be completed a nomination form which 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, occupation and date of birth 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 by the proposer and seconder.
 - (b) The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the office and the Secretary shall cause the name, and address of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and 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.
40.
 - (a) Upon a person being elected to Ordinary 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.

ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

41. (a) A person shall be admitted as an Ordinary member of the Club pursuant to an amalgamation if that person:
- (i) is an Ordinary member (as defined in the Registered Clubs Act) of a registered club in respect of which conditional approval of the Licensing Court of NSW to amalgamate with the Club has been granted pursuant to the Registered Clubs Act; and
 - (ii) has agreed to be a member of the Club pursuant to the amalgamation.
- (b) The agreement referred to in paragraph (a)(ii) of this Rule 41 must be:
- (i) in writing in or to the effect of the Schedule to paragraph (c) of this Rule; and
 - (ii) received by the Club.
- (c) As soon as practicable after conditional approval of an amalgamation as referred to in paragraph (a)(i) of this Rule has been granted, the Club shall forward to each person referred to in that paragraph an invitation to become a member of the Club and a form of agreement in or to the same effect as is set out below:

Schedule

CONSENT TO MEMBERSHIP OF CLUB

I, _____
PRINT NAME

hereby agree to be a member of Briars at Greenlees Ltd and agree to be bound by the Constitution and Rules of that Club.

Date: _____

Signature: _____

- (d) Subject to compliance with section 30 (1) (g) and section 30 (2) (a) and section 30 (2) (b) of the Registered Clubs Act, 1976 any person satisfying the requirements of this Rule 41 shall be forthwith entered in the Register of Members of the Club as an Ordinary member and shall from the date of entry on the register be an Ordinary member of the Club.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

42. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription

shall be not less than \$2.00 (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.

43. 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 provided that it is not less than \$2.00 (excluding Goods & Services Tax) or such other minimum prescribed under the Registered Clubs Act.
44.
 - (a) All subscriptions prescribed by the Board shall be due and payable by 1st day of October in each year.
 - (b) The Secretary shall cause renewal notices calling for payment of the annual subscription to be sent to all members not later than 1st day of September in each year.
 - (c) Any person who has not paid his or her subscription by 1st day of November 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 47 shall not apply.
 - (d) Any person who has ceased to be a member of the Club pursuant to paragraph (c) of this Rule 44 may re-apply for membership in accordance with this Constitution.

ADDRESSES OF MEMBERS

45. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

46. 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, the occupation and the address of each Full member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary member, 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 32(c).
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members and any other records required to be kept from time to time pursuant to the Registered Clubs Act.
 - (e) Any other records required to be kept from time to time as provided for in the Registered Clubs Act.

DISCIPLINARY PROCEEDINGS

47. (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, 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) A decision as to the guilt or otherwise of a member shall be determined by a secret ballot or show of hands and shall require votes from not less than 50% of the Board of Directors present and voting at the meeting.
 - (v) No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless 50% of the members of the Board present in person vote in favour of such motion.
 - (vi) 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. No appeal whatsoever shall lie from the decision of the Board under Rule 47 of this Constitution nor shall any member suspended or expelled or whose membership shall have been cancelled have any right of action against the Club, the Board or any of their members, or any officer or employee of the Club by reason of such suspension, expulsion, cancellation, or by reason of any act done or notice given or caused to be done or given in connection with such suspension, expulsion, or cancellation.
- (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 47 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 67A of the Registered Clubs Act the Secretary or subject to paragraph (e) of this Rule 47 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
 - (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.
- (d) If pursuant to paragraph (c) of this Rule 47 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 47) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (e) Without limiting the provisions of Section 67A of the Registered Clubs 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; or
 - (ii) Any employee authorised in writing by the Secretary to exercise such power.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 48. (a) A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.
- (b) Every person ceasing to be a member of the Club (whether by retirement, expulsion, death, neglecting to pay the entrance fee or annual subscription or otherwise) shall forfeit all rights or claims upon the Club (including its assets or property).

GUESTS

49. (a) All members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Rule 50. Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
- (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 from the Club pursuant to Rule 47 (a) or Rule 47(b) or who has been refused admission to or turned out of the Club pursuant to Rule 47(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 Board or the Secretary 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.
50. 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.
51. For the purposes of Rule 50 "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;

- (b) the minor's spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor's spouse on a permanent and domestic basis;
- (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

- 52. (a) As from the conditional approval date until the second annual general meeting of the amalgamated club the Board shall consist of four nominees of The Briars Sporting Club Limited and four nominees of the Greenlees Park Bowling Club Limited.
 - (b) There will be no election of the Board at the first annual general meeting of the Amalgamated Club.
 - (c) If there is a vacancy on the Board between the conditional approval date and the second annual general meeting, then the vacancy will be filled by a nominee of the Briars Sporting Club Limited if one of its nominees leaves the board and by a nominee of the Greenlees Park Bowling Club Limited if one of its nominees leaves the Board.
53. Thereafter the Board shall be elected in the manner set out in Rule 54.
54. (a) Up to the second annual general meeting after the Amalgamation Date the Board shall consist of eight (8) directors who shall comprise a Chairman and seven (7) ordinary directors each of whom shall be a natural person of or over the age of 18 years and shall be elected in accordance with this Constitution.

For the purpose of this Rule 54

"governing body" means "Board"

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

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Rule;

"year" means the period between successive general meetings.

- (b) (1) The members elected to governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups -
 - (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and
 - (c) shall be designated as group 1, group 2 and group 3; and

- (d) groups 1, 2 and 3 shall be drawn and determined at the second general meeting after amalgamation and
 - (e) the first two lots drawn shall be group 1, the third to fifth lots drawn shall be group 2, and the sixth to eighth lots drawn shall be group 3.
 - (3) Unless otherwise disqualified, the members of the governing body-
 - (a) in group 1 shall hold office for 1 year
 - (b) in group 2 shall hold office for 2 years
 - (c) in group 3 shall hold office for 3 years.
 - (c) At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
 - (d)
 - (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Rule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
 - (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.
 - (e) A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.
 - (f) If the triennial rule is revoked -
 - (i) at a general meeting - all the members of the governing body cease to hold office; or
 - (ii) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,and an election shall be held at the meeting to elect the members of the governing body.
55. Subject to this Constitution, the following persons shall be entitled to take part in the management of the Club and to stand for and be elected or appointed to the Board:
- Any Class A and Class B Members; provided that the Class A member has been such for one calendar year immediately prior to the Annual General Meeting at which the election or appointment of that person to the Board is conducted.
56. Any Sporting member or Life member who:
- (a) is also an employee of the Club; or
 - (b) is currently under suspension by the Board in accordance with this Constitution;

shall not be eligible to nominate, stand for or be elected to the Board.

57. (a) Nominations for the Board of Directors shall be made in writing, signed by two (2) Sporting Members or Life Members of the Club and signed by the nominee who shall also signify his or her consent to the nomination and shall be lodged with the Secretary.
- (b) Nominations shall close on the fourteenth day immediately preceding the day of the annual general meeting at which the directors are to be elected.
- (c) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his/her proposers on the Notice Board.
58. (a) If by the close of nominations the full number of candidates for any positions are not nominated then those candidates who are nominated shall subject to Rule 55 be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the annual general meeting for the remaining positions.
- (b) If there be more than the required number of candidates nominated for any position an election by secret ballot shall take place in the manner prescribed in Rule 59.
- (c) If there be only the requisite number of candidates nominated for any position the Returning Officer shall declare those nominated duly elected.
- (d) If, after the close of nominations one or more candidates withdraw or become ineligible or unavailable for election and such withdrawal, unavailability or ineligibility thereby eliminates the need for an election then, the Returning Officer shall declare the remaining candidate or candidates for that position duly elected.
- (e) If, after the close of nominations one or more candidates withdraw or become ineligible or unavailable for election and such withdrawal, unavailability or ineligibility results in the full number of candidates for any position not being nominated, then those candidates who are nominated shall subject to Rule 55 be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the Annual General Meeting for the positions not so filled provided that the provisions of Rule 55 are adhered to.
- (f) If at the meeting insufficient nominations are received for any vacant position that position shall be a casual vacancy and may be filled by the Board pursuant to Rule 76.
59. An election by secret ballot of Directors shall be conducted on the appropriate voting date in accordance with this Constitution or at the Annual General Meeting (as the case may be) or subject to rule 59 (j) in the following manner:
 - (a) 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.

- (b) 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.
- (c) At the Annual General Meeting every member entitled to vote will be provided with a ballot paper for each position for which a ballot is to be held.
- (d) The ballot paper for each position shall contain the names of all duly nominated candidates for that position in order of nomination.
- (e) The voter shall mark his or her ballot paper as directed by the returning officer and will return the ballot paper to the Returning Officer.
- (f) At the close of the ballot the Returning Officer assisted by the scrutineers shall examine and count the ballot papers.
- (g) The results of the ballot for each position shall be declared by the Returning Officer at the annual general meeting.
- (h) 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.
- (i) In the event of an equality of votes in favour of two 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.
- (j) The Board shall have power to make by-laws not inconsistent with this Rule in relation to the conduct of the ballot, including by laws in respect of conduct of the ballot by post, to be completed by, before or at the Annual General Meeting.

APPOINTMENT AND ELECTION OF CHAIRMAN

- 60.
- (a) At the first Board meeting after the amalgamation date, the Board shall meet and elect from among their number by simple majority of votes a Chairman, who will hold office as Chairman of the club until the first board meeting to take place after the second Annual General Meeting of the amalgamated club.
 - (b) In the event that a simple majority cannot be reached at the first election of the chairman as referred to in clause 60 (a), the Chairman will be a nominee of the Briars Sporting Club Limited appointed by the Briars Sporting Club Limited nominees on the board as referred to in clause 52 (a) of this constitution.
 - (c) At the first Board meeting to take place after the second annual general meeting of the amalgamated club, the Board shall meet and elect from among their number by simple majority of votes a Chairman, who will hold office as Chairman of the amalgamated club until the first board meeting after the third Annual General Meeting.
 - (d) At the election referred to in clause 60 (c) after the second Annual General Meeting of the amalgamated club, in the event that a simple majority is unable to be reached,

the Chairman will be a nominee of the Greenlees Park Bowling Club Limited appointed by the Greenlees Park Bowling Club Limited nominees as referred to in clause 52 (a) of this constitution to sit until the first board meeting of the amalgamated club to take place after the third annual general meeting of the amalgamated club.

- (e) Thereafter, the Chairman shall be elected as set out in clauses 60 (f) and (g).
- (f) At the first meeting of the board after the third Annual General Meeting of the amalgamated club and thereafter immediately following each Annual General Meeting, the Board shall meet and shall elect from among their number by a simple majority of votes a Chairman who will hold office as Chairman of the Club until the conclusion of the next Annual General Meeting, or the next annual Board election as the case may be.
- (g) In the event that a simple majority of votes for the election of Chairman cannot be reached, the Chairman shall be elected by drawing lots.

POWERS OF THE BOARD

- 61. The Board shall be responsible for the management of the business and affairs of the Club.
- 62. 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 Chairman shall be ex officio a member of all such committees. 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 thereto 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.

- (c) To enforce the observance of all By-Laws rules or regulations by expulsion or suspension from enjoyment of the privileges of the Club 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 to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and to give security including by way of mortgage and/or charge upon or over all or any part of the Club's property both present and future, provided however that the Board shall not borrow any sum, incur any liability (including the pledging any mortgage or other charge) in excess of a total aggregate amount of \$500,000 without the approval of members in general meeting by ordinary resolution being obtained.
- (j) Subject to paragraph (k) of this Rule to sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and provided further that the power to sell shall not be exercised in respect of the whole or any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the prior approval of the members in general meeting.

- (k) The Board shall not sell, exchange or otherwise dispose of or permanently alienate any land, building or asset of the Club, or close down permanently a Bowling Green of championship standard (such standard being the Championship standard set by the Royal NSW Bowling Association Inc from time to time) without the Sporting and Life members and class E members approving such sale, exchange, disposition or permanent alienation of such land by special resolution, and without a prior 75% vote in favour by the Board of such sale, exchange, disposition or permanent alienation of such land, building or asset.
- (l)
 - (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 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.
- (m) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with this Constitution.
- (n)
 - (i) To allow each of the sporting sub clubs to conduct, manage and control sport or other activity for which they were respectively established within the Club in accordance with any terms and conditions as may be set by the Board from time to time;
 - (ii) To allow the sporting sub clubs to prepare, approve and amend rules and by-laws for the control and regulation of such sporting sub clubs and the conduct and activities thereof.
 - (iii) For the purpose of this clause to permit any such sporting sub-club to adopt a name distinctive of such sporting sub-club (provided it be described as a sporting sub club of the Club and such name is approved by the Board) 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.
 - (iv) The Board may in its discretion empower each such sporting sub-club to open and operate a Bank Account 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 without giving any reason.

- (v) Subject to the general control and supervision of the Board each such sporting sub club 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 each sporting sub club shall also be produced promptly upon demand to the Secretary of the Club for inspection by or on behalf of the Board.
- (vi) Subject as hereinafter provided the Constitution and rules or by-laws of each such sporting sub club may be amended from time to time by a majority of the members for the time being of such sporting sub-club at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the sporting sub club shall have effect unless and until it shall have been approved by resolution of the Board.
- (vii) Any disciplinary action by a sporting sub club in respect of any member of such sporting sub-club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (o) To affiliate with any sporting club whether incorporated or unincorporated and in accordance with these Rules elect members of such sporting club to sporting membership of the Club.
- (p) to set the entrance fees and annual or other subscriptions and fees payable by all members.
- (q) confer the honorary title of vice president on distinguished members.
- (r) confer the role or title of patron on a person as the board sees fit.

BY-LAWS

63. (1) Without limiting in any way the generality of Rule 61, the Board shall have power from time to time to make, alter and repeal all such by-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively the Board may by such by-law regulate:
- (a) The terms and conditions upon which and the frequency with which children of members of the Club visitors and others shall be permitted to use the premises and property of the Club.
 - (b) The times of opening and closing of the Club rooms and other premises of the Club or any part thereof.
 - (c) The rules to be observed and prizes to be awarded to members of the Club playing any games on the premises of the Club.
 - (d) The prohibition of particular activities or games on the premises of the Club entirely or at any particular time or times.

- (e) The conduct of members of the Club in relation to one another and to the servants or employees of the Club.
 - (f) The fees or charges payable for the supply of any services or goods by the Club.
 - (g) And generally all such matters as are commonly the subject matter of Club rules.
- (2) Any by-law made under this Constitution shall come into force and be fully operative upon the posting of an appropriate notice containing such by-law on the Club Notice Board.

PROCEEDINGS OF THE BOARD

64. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business;
- (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.
65. The Chairman shall preside as chairperson at every Meeting of the Board. If the Chairman is not present or is unwilling or unable to act then the members present shall elect one of their number as chairperson for that meeting. The quorum for meetings of the Board shall be five (5) directors personally present (personally or by telephone hook up or other electronic means).
66. The Chairman may at any time and the Secretary upon the request of not less than two (2) members of the Board shall convene a meeting of the Board.
67. 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 not have a second or casting vote.
68. 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.
69. 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.

70. 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 director signs the document containing the resolution.
71. (a) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor or purchaser or otherwise. Directors shall immediately declare any interest they may have in relation to any contract or arrangement put before the Board, in accordance with section 39 of the Registered Clubs Act.
- (b) Shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided.
- (c) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by any such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club in accordance with Section 191 of the Act.
72. Where a director of the Club makes a declaration of interest pursuant to Rule 71 the requirements of Section 39 of the Registered Clubs Act shall be implemented.
73. (a) In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter;
- (ii) must not be present while the matter is being considered at the meeting;
- (b) The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of this Rule.

REMOVAL FROM OFFICE OF DIRECTORS

74. (a) The members in General Meeting may by ordinary resolution:
- (i) 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;
- (ii) appoint another person or persons in his or her or their stead providing the person so appointed is eligible to be elected as a director in accordance with

this Constitution and that the provisions of Rule 52 and Rule 54 are satisfied.

- (b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.
- (c) 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.

VACANCIES ON BOARD

75. 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 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.
 - (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.
76. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy provided that the provisions of Rule 52 and Rule 54 are satisfied. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting subject to Rules 52 and 54 being satisfied.

GENERAL MEETINGS

77. 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.

78. (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 the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule the term "the request" shall mean the request referred to in this paragraph (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 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(s) is/are not liable for the amount if he/she/they prove that he/she/they took all reasonable steps to cause the directors to comply with this Rule. 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.

79. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (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 to the date of the meeting.
- (d) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Notice Board for at least thirty (30) days prior to the date fixed for such Annual General Meeting.
- (e) 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

80. 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 96;
 - (c) To receive the declaration by the Returning Officer of the result of ballots for the election of members of the Board to hold office until the next annual general meeting;
 - (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 written notice has been given.
81. All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Secretary at least thirty five (35) days prior to the date of such meeting.

82. (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

83. (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.
84. (a) If the Club has been given notice of a resolution under Rule 83, 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.
- 85. (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.

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

87. (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

88. The Chairman (or in his absence any Deputy Chairman of Directors) shall preside at every General Meeting. If the Chairman (or any Deputy Chairman) is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the directors shall elect one of their number to take the chair and if a director is unwilling or unable to act then the members present shall elect a chairperson for the meeting.
89. At any general meeting of the Club including the Annual General Meeting twenty (20) 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 78 (b) the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved.
90. (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.
91. 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.
92. 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.
93. 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

94. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
95. 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.
96. 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 send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the 30th day of September immediately prior to the Annual General Meeting and without limitation these shall include:

- (a) a copy of the Financial Report of the Club;
- (b) a copy of the Directors' Report; and
- (c) a copy of the Auditors' Report on the financial report.

FINANCIAL YEAR

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

AUDITORS

98. Auditors shall be appointed and their duties regulated in accordance with the Act.

SECRETARY

99. 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.

SEAL

100. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of a member of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or one other Director appointed by the Board.

NOTICES

101. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to this Constitution.
102. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

103. 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.
104. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

AMENDMENTS TO CONSTITUTION

105. Subject to this Rule 105, this Constitution may only be amended by Special Resolution of Class A, B and E members who are entitled to vote and present voting at a general meeting. Notice of the meeting must specify the intention to propose the resolution as a Special Resolution and shall be given to the relevant Members pursuant to the Act.

GENERAL

106. 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