

**CO-OPERATIVES NATIONAL LAW**  
**A non-distributing co-operative without share capital**

**RULES**  
**of**  
**REDHEAD BOWLING CLUB CO-OP LTD**  
**ABN 91 505 907 215**

**NAME**

1. The name of the Co-operative ('the Club') is 'Redhead Bowling Club Co-op Ltd'.

**DEFINITIONS**

2. In these Rules, unless the context or subject matter otherwise requires:

‘the Act’ means the Co-operatives (Adoption of National Law) Act 2012 including the Co-operatives National Law;

‘active member’ has the same meaning as in the Act;

‘Annual General Meeting’ means the Annual General Meeting held each year as required by the Act and these Rules;

‘Board’ means the members for the time being of the Club’s Board of Directors;

‘By-law’ includes any regulation made by the Board;

‘club noticeboard’ means the board or boards provided in the Club’s premises on which notices for the information of members are posted;

‘Director’ means a member of the Board;

‘full member’ means a person who is an ordinary member or a life member of the Club;

‘Liquor Act’ means the Liquor Act 2007;

‘month’ means calendar month;

‘officer’ has the same meaning as in the Act;

‘ordinary member’ means a member of the Club other than a life member, provisional member, honorary member or temporary member;

‘Register’ means the Register of Members kept pursuant to the Act;

‘Registered Clubs Act’ means the Registered Clubs Act 1976;

‘Registrar’ means the Registrar of Co-operatives as defined in the Act;

‘the Regulation’ means the Co-operatives National Regulations under the Act;

‘Secretary’ includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary;

‘Special Resolution’ means a resolution as defined in the Act.

## **INTERPRETATION**

3. (a) These Rules will be read and construed subject to the provisions of the Act, the Liquor Act and the Registered Clubs Act. To the extent that any provisions in these Rules are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.
- (b) A decision of the Board on the construction or interpretation of these Rules, or on any By-laws made under these Rules or on any matter arising therefrom, is conclusive and binding on all members of the Club.
4. (a) Unless the context or subject matter otherwise requires:
  - (i) words indicating one gender include all genders;
  - (ii) words indicating the singular include the plural and vice versa.
- (b) A reference in these Rules to an Act includes regulations and instruments made under that Act.
- (c) A reference in these Rules to an Act or any provision of an Act includes amendments or replacements of that Act or provision.
- (d) Headings and the index are included for convenience only and do not form part of these Rules.

## **GENERAL PROVISIONS**

5. (a) These Rules have the effect of a contract under seal:
  - (i) between the Club and each member;
  - (ii) between the Club and each Director; and
  - (iii) between a member and each other member.
- (b) Under the contract, each of those persons agrees to observe and perform the provisions of these Rules as in force for the time being so far as those provisions are applicable to that person.
6. (a) These Rules may be altered by a Special Resolution, by a resolution of the Board in accordance with the Act or as otherwise permitted by the Act.
- (b) An alteration to a Rule will not have effect until the alteration has been registered by the Registrar.
- (c) Alteration of a Rule includes addition to a Rule, substitution of a Rule and rescission of a Rule.

7. The Club will supply a copy of these Rules to any full member on request. If the Board determines that a fee is payable for a copy of these Rules, the maximum fee will be as specified in Rule 90.

### **REGISTERED OFFICE**

8. (a) The Club will conspicuously and publicly display at the premises of the Club's registered office a notice that states the Club's name and identifies the premises as the Club's registered office.

(b) The Board will notify the Registrar of any change of address of the Club's registered office within 28 days after the change, and on the form approved by the Registrar.

### **OBJECTS**

9. The objects of the Club are:

(a) the promotion of the game of bowls and other sporting and recreational activities;

(b) the operation, maintenance and carrying on of a club registered under the Act and licensed under the Liquor Act;

(c) the provision and maintenance of buildings and grounds for the playing of bowls and for recreational and other lawful purposes;

(d) the holding or arranging of matches, games and competitions, and offering, granting or contributing towards the provision of trophies, awards and distinctions;

(e) the provision of facilities for bowls and other sporting and recreational activities as the Board may determine;

(f) the sale of liquor and keeping and operation of gaming machines;

(g) the promotion of other activities as the Board may determine.

### **POWERS**

10. The Club shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act. Pursuant to Section 38 of the Act, the Club may do all or any of the following things as are necessary or expedient to its objects:

(a) provide and carry on any services including transport and the supply of gas, water and electricity, and provide plant and equipment for those services;

(b) erect dwellings and buildings either on behalf of or for sale or letting to members, subject to the Registered Clubs Act;

(c) acquire land on which dwellings or buildings are being or have been erected and sell or let that land to members, subject to the Registered Clubs Act;

(d) raise money on loan for any objects of the Club from time to time subject to the Act and to the approval of members in general meeting if the loan amount exceeds \$750,000 or any higher limit approved by members in general meeting;

- (e) provide and maintain buildings and grounds for sports, education, recreation or other community purposes, or operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
- (f) promote and carry out any charitable undertaking;
- (g) obtain financial accommodation and give security for the repayment of money, subject to the Act;
- (h) acquire by purchase or otherwise shares in any other body corporate;
- (i) enter into guarantees, indemnities and agreements in respect of goods, plant, machinery or equipment;
- (j) contract or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Club or of the performance by the Club of any of its obligations whether present or future, and for that purpose to indemnify or agree to indemnify the person or persons giving or about to give such guarantee or guarantees and to give security over the assets of the Club or any of them for that indemnity or for the performance of that agreement to indemnify;
- (k) arrange insurance on behalf of its members;
- (l) acquire by lease, purchase, donation, devise, bequest or otherwise any real or personal property for any objects of the Club and sell or lease any such real or personal property subject however to any necessary approvals or consents required under the Registered Clubs Act or any other law for the time being operative;
- (m) to amalgamate with, subscribe to, become a member of or cooperate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club;
- (n) to carry on all such activities as may be necessary or convenient for the objects of the Club or any of them;
- (o) to do such acts, deeds, matters and things and to enter into and make all such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club or any of them.

## **ACTIVE MEMBERSHIP**

11. In accordance with Part 2.6 of the Act:

- (a) the operation, maintenance and carrying on of a club for the promotion of bowls and other social and sporting activities are the primary activities of the Club; and
- (b) in order to establish active membership of the Club, a member must:
  - (i) be an ordinary member who has paid a membership subscription in accordance with these Rules; or
  - (ii) be awarded Life membership in accordance with these Rules.

## **MEMBERSHIP**

12. The number of members of the Club will not exceed the maximum number permitted under the Registered Clubs Act.
13. All classes of membership are open to all genders.
14. (a) A person who is under the age of 18 years will not be admitted as a member of the Club other than as a Junior Bowling Member.
- (b) A body corporate is disqualified from being a member of the Club.
- (c) A person will not be admitted to membership of the Club other than as an ordinary member, life member, provisional member, honorary member or temporary member.
- (d) A person will not be admitted to ordinary membership unless the Board has reasonable grounds for believing that the person will be an active member of the Club.
- (e) The Board may make By-laws relating to limits on the number of members in each class of ordinary membership.

## **ORDINARY MEMBERS**

15. Unless and until otherwise determined by the Board, ordinary membership will consist of the following classes:
  - (a) Bowling Members;
  - (b) Social Bowling Members;
  - (c) Social Members;
  - (d) Junior Bowling Members.
16. (a) A Bowling Member is any person who has attained the age of 18 years, is registered with or a member of a governing bowling association recognised by the Club and has been elected or transferred to Bowling membership.
- (b) A Social Bowling Member is any person who has attained the age of 18 years, is not registered with or a member of a governing bowling association recognised by the Club, and has been elected or transferred to Social Bowling membership.
- (c) A Social Member is any person who has attained the age of 18 years and has been elected or transferred to Social membership.
- (d) A Junior Bowling Member is any person who is under the age of 18 years but has attained the minimum age as determined by the appropriate governing bowling association or by By-law and has been elected to Junior Bowling membership. In order to be elected to Junior Bowling membership:
  - (i) the person must satisfy the Board that he or she has an interest in taking part in one or more of the Club's bowling activities on a regular basis; and

- (ii) the Board must receive written consent from the person's parent or guardian to the person becoming a Junior Bowling Member and taking part in the Club's bowling activities; and
- (iii) the Board must be of the opinion that the person is suitable to be elected to Junior Bowling membership.

17. Any member who at the date of the Special Resolution adopting these Rules is already entered in the Club's Register of Members in a specified class of ordinary membership will be entered into the appropriate class of ordinary membership under these Rules according to that member's most recently paid membership subscription.

### **LIFE MEMBERS**

18. Life membership may be conferred on any Bowling Member who has rendered outstanding service to the Club or its members. The following persons will be Life Members:

- (a) any person who at the date of the Special Resolution adopting these Rules is already entered in the Club's Register of Members as a Life Member will be deemed to be a Life Member under these Rules; and
- (b) any Bowling Member who is elected to Life membership in accordance with the following procedure:
  - (i) the member must be nominated by a Life Member or Bowling Member and seconded by another Life Member or Bowling Member;
  - (ii) the nomination will then be forwarded to the Board for approval;
  - (iii) if the nomination is approved by the Board, the nomination will then be referred to the next general meeting;
  - (iv) if the nomination is approved at the next general meeting by a two-thirds majority of members present and voting at that meeting, the person nominated will be a Life Member.

19. (a) A Life Member will have all the entitlements, rights and privileges of an active Bowling Member.

(b) A Life Member will be relieved from payment of any subscriptions and levies.

(c) Not more than two members will be elected to Life membership in any year.

### **RIGHTS OF MEMBERS**

20. (a) All full members except those persons whose membership is required to be cancelled under Part 2.6 of the Act are entitled to attend any general meeting.

(b) Each Life Member, active Bowling Member, active Social Bowling Member and active Social Member will be entitled to vote:

- (i) on all matters at any general meeting; and
- (ii) at the election of the Board.

- (c) Junior Bowling Members are not entitled to vote at any general meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) Each member who is entitled to vote will have one vote only. Voting by proxy is prohibited.
- (e) A member who is an employee of the Club must not vote at any general meeting or meeting of the Board or at any election of the Board, or hold office as a member of the Board.
- (f) The rights of members (including classes of members) to use the Club's facilities and amenities are as the Board may determine from time to time by By-law or otherwise.
- (g) Without limiting the general powers of the Board conferred in paragraph (f), all members hereby acknowledge and accept that the Board has the power from time to time to organise and enforce the exclusion from the Club's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
  - (i) the Club's responsible service of alcohol policy (as adopted and amended by the Board); or
  - (ii) the Club's responsible service of gambling policy (as adopted and amended by the Board).
- (h) Social Bowling Members and Social Members will not be eligible to play Pennants or Club Championships.

### **HONORARY MEMBERS**

- 21. (a) The Club may admit the following persons as honorary members of the Club:
  - (i) the Patron or Patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary.
- (b) The Board may exempt honorary members from any obligation or liability with respect to the payment of entrance fees and subscriptions.
- (c) Honorary members are entitled only to those facilities and amenities of the Club as the Board may determine. Honorary members are not entitled to vote at any general meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
- (d) The Board has the power to cancel the membership of any honorary member without notice and without being required to give reason.

## **TEMPORARY MEMBERS**

22. (a) The Club may admit as a temporary member of the Club any person who satisfies the eligibility requirements for temporary membership under the Registered Clubs Act and any additional requirements as the Board may determine by By-law.

(b) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine.

(c) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine. Temporary members are not entitled to attend or vote at any general meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.

## **PROVISIONAL MEMBERS**

23. (a) The Club may admit a person to provisional membership pending the Board's decision on the person's application for ordinary membership. The requirements for admission to provisional membership are:

(i) the person has applied for a class of ordinary membership on the Club's membership application form; and

(ii) the person has paid the appropriate entrance fee (if any) and subscription.

(b) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine. Provisional members are not entitled to attend or vote at any general meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

(c) If a person who is admitted as a provisional member is not elected to ordinary membership of the Club within six months from the date the Club receives the membership application form or if that person's application for ordinary membership is rejected (whichever is the earlier), that person will cease to be a provisional member. The Club will return the entrance fee (if any) and subscription submitted with the membership application form to that person.

(d) If the Board approves the application for ordinary membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to the class of ordinary membership applied for.

## **ELECTION OF MEMBERS**

24. (a) A person must not be admitted as an ordinary member of the Club unless that person is elected to membership at a meeting of the Board by a two-thirds majority of the Directors present and voting. The Secretary must record the names of those Directors present and voting at that meeting.

(b) The Board may appoint a committee to exercise the Board's powers in relation to the election of members.

25. (a) Every application for ordinary membership must be on a membership application form approved by the Board.

(b) The membership application form will contain those particulars which the Board may determine. The membership application form will as a minimum include the full name and address of the applicant and a statement to the effect that the applicant, if admitted, agrees to be bound by these Rules.

(c) The applicant must sign the membership application form.

(d) The appropriate entrance fee (if any) and subscription may be lodged with the membership application form.

(e) The name of the applicant must be displayed on the club noticeboard or in some other conspicuous place in the clubhouse for a continuous period of not less than seven days before the applicant's election to ordinary membership.

(f) An interval of at least 14 days must elapse between the Club's receipt of the membership application form and the applicant's election to ordinary membership.

(g) The Board may reject any application for ordinary membership without giving any reason for the rejection.

26. When a person has been elected to ordinary membership, the Club will enter that person's name and details in the Club's Register of Members. The member so admitted is deemed to have agreed to be bound by these Rules and the By-laws from time to time in force.

27. The Board has the power to make By-laws regulating all matters in connection with the election and admission of members not otherwise provided for in these Rules.

### **TRANSFER OF MEMBERSHIP**

28. (a) On the written application of an ordinary member who has the qualifications for and wishes to become a member of a different class of ordinary membership, the Board may transfer the member to that other class of ordinary membership. The Board may, if thought appropriate, make an adjustment in the entrance fee (if any) and subscription paid or payable by that member so transferred for the membership year in which the transfer takes place.

(b) After attaining the age of 18 years a Junior Bowling Member may apply in writing to transfer to another class of ordinary membership. On attaining the age of 19 years that person will cease to be a member of the Club unless he or she has been duly transferred.

(c) The Board may appoint a committee to exercise the Board's powers in relation to the transfer of membership.

### **ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES**

29. (a) The entrance fee payable by each person who applies for and is elected to ordinary membership will be such amount as determined by the Board from time to time being a minimum of \$2 and a maximum of \$100. A general meeting may authorise a higher maximum entrance fee.

(b) The Board may vary the entrance fee payable for each class of ordinary membership.

- (c) The Board may at any time or times suspend the payment of entrance fees either generally or in respect of individual cases and has the discretionary power to fix and determine or waive the entrance fee chargeable to any person under any special circumstances that may arise.

30. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, may be paid for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Rules are as prescribed by the Board from time to time.

31. The membership subscriptions payable by members of the Club are such as the Board may from time to time prescribe, provided that the annual subscription payable by ordinary members is a minimum of \$2 and a maximum of \$200. A general meeting may authorise a higher maximum annual subscription.

32. The Board has power to impose levies on each ordinary member for general or special purposes to a maximum amount of \$200 in each financial year of the Club. A general meeting may authorise a higher maximum levy amount.

### **INACTIVE MEMBERS AND CANCELLATION OF MEMBERSHIP**

33. (a) If a member has not paid the membership subscription due to the Club on or before the due date for payment, the member will become an inactive member.

(b) The Club may disqualify any inactive member from all of the Club's competitions and promotions in which that member may be participating.

(c) If the inactive member pays the subscription within one month after the due date (or further time which the Club in its discretion may permit), that member will again be an active member.

(d) If the subscription remains unpaid after one month from the due date (or further time which the Club in its discretion may permit), the Club will cancel the inactive member's membership in accordance with paragraphs (e) to (g).

(e) The Board must ensure that not less than one month's notice of its intention to declare the membership of a member to be cancelled is given to the member:

- (i) by notice in writing given to the member; or
- (ii) if the member's whereabouts are unknown to the Club, by notice published in a newspaper circulating in the district in which the Club's registered office is situated.

(f) The Board shall, after giving notice in accordance with Part 2.6 of the Act declare the membership of a member cancelled if:

- (i) the whereabouts of the member are not presently known to the Club and have not been known to the Club for a continuous period of at least one month before the date of cancellation; or
- (ii) the member is not presently an active member and has not been an active member at any time during the past one month immediately before the date of cancellation.

- (g) The Board shall not be required to give notice under paragraph (e) if the member's whereabouts are unknown to the Club and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$100, or such other amount as may be prescribed under the Act.
- (h) The Board shall in accordance with Part 2.6 of the Act keep a register of memberships cancelled pursuant to this Rule.

### **CESSATION OF MEMBERSHIP**

34. (a) A person will cease to be a member of the Club in any of the following circumstances:

- (i) if the person's membership is cancelled under Rule 33;
- (ii) if the member is expelled in accordance with these Rules;
- (iii) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy;
- (iv) on the death of that member;
- (v) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
- (vi) on receipt of notice in writing from the member to the Club notifying the member's resignation from membership of the Club;
- (vii) in any other circumstances prescribed by the Act or these Rules.

(b) It is a condition of election to Junior Bowling membership of the Club that a Junior Bowling Member becomes proficient within six months of election to membership to take part in organised Club competitions. If a Junior Bowling Member fails to satisfy the Board of his or her proficiency within six months of becoming a Junior Bowling Member the Board may revoke his or her membership.

(c) Every person who ceases to be a member of the Club (whether by resignation, expulsion or for any other reason) will upon and by reason of such cessation of membership, forfeit all rights as a member of the Club. However, the person will remain liable for any membership subscription and all arrears thereof due and unpaid at the date of cessation of membership and any other money due by that person at the date of cessation of membership or for which that person is or may become liable under these Rules.

### **DISCIPLINARY PROCEEDINGS**

35. (a) The Board has the power to reprimand, fine up to a maximum as specified in Rule 90, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:

- (i) has infringed or refused to comply with any provision of these Rules or the By-laws; or
- (ii) is guilty of any conduct which is prejudicial to the Club's interests; or

- (iii) is guilty of any conduct which is unbecoming of a member; or
- (iv) is guilty of any conduct which renders the member unfit for membership.

(b) The Board will comply with the following procedure when exercising its powers under paragraph (a):

- (i) The Club will give written notice to the member of any charge against that member under this Rule at least seven days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
- (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
- (iii) At the meeting, the member charged is entitled to call witnesses in his or her defence.
- (iv) The voting by the Directors present at the meeting will be in that manner as is decided by the Board. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
- (v) If the member fails to attend the meeting, the Board may hear the charge and on the evidence before it make a decision as to the member's guilt and, if the member is found guilty, a separate decision as to penalty. However the Board will have regard to any written representations made to it by the member charged.
- (vi) After the Board has considered all the evidence put against the member it will come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board will, if the member has attended the meeting and been found guilty, inform the member prior to considering any penalty.
- (vii) If the member has attended the meeting he or she will be given a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
- (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
- (ix) In the event a notice of charge is issued to a member pursuant to paragraph (b)(i), the Board has the power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member will be notified in writing to that member.
- (x) The powers of the Board in relation to disciplinary proceedings may be exercised by a disciplinary committee appointed by the Board and comprising not less than three Directors. A quorum of the disciplinary committee is three Directors.

36. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ('the senior employee'), has the power to suspend any person's membership and remove from the Club's premises any person:

- (i) who is at the time intoxicated, violent, quarrelsome or disorderly; or
- (ii) whose presence on the premises renders the Club liable to a penalty under the Liquor Act; or
- (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the premises that is a smoke-free area within the meaning of that Act; or
- (iv) who uses, or has in his or her possession, while on the premises any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug; or
- (v) whom the Club, under the conditions of its licence or a term of a local liquor accord (as defined in Section 131 of the Liquor Act), is authorised or required to refuse access to the premises; or
- (vi) who has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member.

(b) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) will make a written report to the Board within seven days of the date of the suspension and removal of the member. The report will set out the facts, matters and circumstances giving rise to the suspension and removal.

(c) Any suspension of a member by the Secretary or the senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Rule 35 or for six weeks, whichever is the earlier.

(d) This Rule does not affect any provision of the Liquor Act or Registered Clubs Act regarding refusal of admittance or removal of any person from the Club's premises.

## GUESTS

37. (a) All members other than Junior Bowling Members will have the privilege of introducing guests to the Club. However, a temporary member who has attained the age of 18 years may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the temporary member is a responsible adult.

(b) A member must not introduce as a guest any person who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.

(c) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.

(d) A guest must at all times remain in the reasonable company or immediate presence (as the case may be under the Registered Clubs Act) of the member who introduced that guest.

- (e) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (f) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (g) The Board has the power to make By-laws from time to time regulating the terms and conditions (to be consistent with the Registered Clubs Act) on which guests may be admitted to the Club. For example, the By-laws may prescribe the maximum number of times each member may introduce a guest or the maximum number of guests whom each member may introduce.

## **THE BOARD**

38. (a) The Club's business and affairs and the custody and control of its funds and property is to be managed by the Board consisting of seven Directors. The Board may increase this number of Directors by appointing up to two Directors in accordance with the Registered Clubs Act.

(b) The positions on the Board will be Chairman, Deputy Chairman, Treasurer, Assistant Secretary and three Ordinary Directors.

(c) A person must not hold more than one position on the Board at any time.

(d) The positions of Chairman and Deputy Chairman must only be filled by Life Members or Bowling Members. All other positions on the Board may be filled by Life Members or ordinary members other than Junior Bowling Members.

(e) In addition to paragraph (d) and any eligibility requirements in applicable legislation, a member will only be eligible to be nominated for or elected to the Board if he or she:

- (i) is an active member;
- (ii) has at least two consecutive years standing in any class of ordinary membership other than Junior Bowling membership immediately prior to his or her nomination or election;
- (iii) is not a current director of another club with a club licence under the Liquor Act that carries on bowls activities;
- (iv) is not currently under suspension;
- (v) has not had a period of suspension of three months or more commence within two years of the date of nomination or election;
- (vi) has not within the past five years been convicted of an offence which is punishable by imprisonment;
- (vii) is not a former employee of the Club whose employment was terminated for misconduct.

39. (a) At the Annual General Meeting in 2022 and thereafter, the Directors will be elected to and hold office in accordance with Schedule 4 of the Registered Clubs Act. Without limiting the operation of Schedule 4 of the Registered Clubs Act:

- (i) the Board will be divided into three rotating groups (as nearly as practicable equal in number); and
- (ii) in each year one group will retire from office and an election will be held for that group; and
- (iii) subject to clause 3 of Schedule 4, the candidates who are elected to the Board in that group will hold office (subject to these Rules) until the conclusion of the third Annual General Meeting following their election.

(b) A retiring Director will be eligible (subject to these Rules) for re-election.

(c) The Directors in office at the date of registration of this Rule will continue to hold office (subject to these Rules) until the conclusion of the Annual General Meeting in 2022.

### **ELECTION OF THE BOARD**

40. The Board will be elected in the following manner:

- (a) The Board will appoint a Returning Officer who will be responsible for the conduct of the election.
- (b) A candidate for office is ineligible to be appointed as the Returning Officer.
- (c) Nominations for election to the Board must be made in writing, signed by two active members other than Junior Bowling Members and by the nominee who must also signify his or her consent to the nomination.
- (d) Nominations will be open for not less than nine days. The Board will determine the closing date and time for nominations ('close of nominations'), which will be not less than 14 days before the Annual General Meeting.
- (e) The roll of members who will be eligible to vote at the election will close at the close of nominations.
- (f) The Returning Officer will as soon as practicable after the close of nominations cause notification of the nominations to be posted on the club noticeboard.
- (g) If at the close of nominations the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.

- (h) If at the close of nominations no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the remaining vacancies. If more than one candidate is nominated for the remaining vacancies, an election to fill those vacancies will be conducted in accordance with procedures prescribed by the Board. If any remaining vacancy is not filled at the Annual General Meeting, a casual vacancy in that position will occur immediately after the conclusion of the meeting and Rule 42 will apply.
- (i) If at the close of nominations the number of candidates duly nominated for any position exceeds the number required to be elected, a ballot will be conducted in accordance with the following sub-paragraphs:
  - (i) The Returning Officer will enable voting in the ballot to take place at the Club's premises. The Board may approve additional methods for members to vote in the ballot.
  - (ii) The Returning Officer will keep the ballot open at the Club's premises for at least 10 hours, which may consist of one or more periods.
  - (iii) If two or more candidates receive the same number of votes for a position, the Returning Officer will conduct a draw to determine the candidate who is to be elected.
  - (iv) The result of the ballot will be declared at the Annual General Meeting.
- (j) The Board has the power to make By-laws regulating all matters in connection with any election of the Board not otherwise provided for in these Rules.

### **VACANCIES ON THE BOARD**

41. The office of a Director will be immediately vacated in the circumstances set out in these Rules and in any of the following circumstances:

- (a) if the Director dies;
- (b) if the person becomes disqualified from being a Director as provided by Part 3.1 of the Act or pursuant to the Liquor Act or Registered Clubs Act;
- (c) if the Director absents himself or herself from three consecutive ordinary meetings of the Board without its leave;
- (d) if the Director resigns from office by notice in writing given by the Director to the Club;
- (e) if the Director is removed from office by ordinary resolution of a general meeting;
- (f) if the person ceases to hold the qualification by reason of which the person was qualified to be a Director;
- (g) if the Director becomes an employee of the Club;
- (h) if an administrator of the Club's affairs is appointed under Part 4.1 of the Act;

- (i) if the person is mentally incapacitated or the subject of an order under a law of New South Wales or of another State or of a Territory relating to mental health;
- (j) if the Director is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare his or her interest as required under Section 208 of the Act;
- (k) if the Director holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the Director's duties or interests as a Director and the Director fails to declare the fact and the nature, character and extent of the conflict;
- (l) if the Director ceases to be an active member of the Club.

42. (a) The Board may in accordance with Section 173 of the Act, appoint any eligible member to fill any vacancy on the Board.

(b) Subject to paragraph (c), any member who is appointed to fill the vacant position will hold office (subject to these Rules) until the conclusion of the next Annual General Meeting.

(c) If the group of the Board to which the member was appointed is not due to retire from office at the conclusion of the next Annual General Meeting, an election consistent with Rule 40 will be held for that position, and the member who is elected will hold office (subject to these Rules) until the conclusion of the next Annual General Meeting at which that group is due to retire from office.

43. The continuing Directors may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced to the same as or less than the quorum required for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:

- (a) to increase the number of Directors so that the number of Directors is one more than the quorum; or
- (b) to call a general meeting.

44. (a) The members at a general meeting may by ordinary resolution remove any Director before the expiration of the Director's term of office and may by simple majority appoint another person in their place.

(b) The person appointed under paragraph (a) will be due to retire from office at the same time as when the Director who was removed, was due to retire from office had that Director not been removed.

#### **HONORARIA AND REIMBURSEMENT OF EXPENSES**

45. (a) In accordance with the Registered Clubs Act, the members at a general meeting must approve the payment of an honorarium to any person in respect of his or her services to the Board or any committee of the Club prior to that payment being made.

(b) In accordance with the Registered Clubs Act, the Board may authorise the reimbursement of out-of-pocket expenses to any person in respect of those expenses which have been reasonably incurred in the course of carrying out duties for the Club.

## **PROCEEDINGS OF THE BOARD**

46. The Board will meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that a meeting of the Board will be held at least once in each quarter ending 31 March, 30 June, 30 September and 31 December. The Chairman or any Director may, and the Secretary on requisition of the Chairman or any Director will, at any time summon a meeting of the Board. Except in special circumstances determined by the Chairman, 48 hours' notice will be given of all meetings of the Board.
47. The quorum for any meeting of the Board will be four Directors.
48. The Chairman is entitled to preside as the chairman of any meeting of the Board. If the Chairman is not present or being present is unwilling or unable to act, then the Deputy Chairman will preside as the chairman. If the Deputy Chairman is not present or being present is unwilling or unable to act, then the Directors present may elect their own chairman.
49. Subject to these Rules, questions arising at any meeting of the Board must be decided by a majority of votes, and a determination by a majority of the Directors will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chairman of the meeting may have a casting vote in addition to a first vote.
50. All acts done at a meeting of the Board or of a committee of the Board or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any Director or that any Director was disqualified or had vacated office.

## **INTERESTS OF DIRECTORS**

51. (a) Subject to the exemptions in Section 211 of the Act, a Director who is or becomes in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club must declare the nature and extent of the interest to a meeting of the Board.
- (b) In the case of a proposed contract with the Club, the declaration must be made:
  - (i) at the meeting of the Board at which the question of entering into the contract is first considered, or
  - (ii) if the Director was not at that time interested in the proposed contract, at the next meeting of the Board held after the Director becomes interested in the proposed contract.
- (c) If a Director becomes interested in a contract with the Club after it is made, the declaration must be made at the next meeting of the Board held after the Director becomes interested in the contract.
- (d) For the purposes of this Rule, it will be a sufficient declaration if the Director gives a general written notice to the Board to the effect that the Director:
  - (i) is a member of a specified entity; and
  - (ii) is to be regarded as interested in any contract which may, after the giving of the notice, be made with the entity.

52. (a) A Director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the Director's duties or interests as a Director must, under paragraph (b), declare at a meeting of the Board the fact and the nature, character and extent of the conflict.

(b) A declaration required by paragraph (a) in relation to holding an office or having an interest must be made by a Director:

- (i) if the person holds the office or has the interest when he or she becomes a Director, at the first meeting of the Board held after:
  - (A) the person becomes a Director, or
  - (B) the relevant facts as to holding the office or having the interest come to the person's knowledge,
 whichever is the later, or
- (ii) if the person starts to hold the office or acquires the interest after the person becomes a Director, at the first meeting of the Board held after the relevant facts as to holding the office or having the interest come to the person's knowledge.

53. (a) If a Director has made a declaration under Rules 51 or 52, then unless the Board otherwise determines, the Director must not:

- (i) be present during any deliberation of the Board in relation to the matter, or
- (ii) take part in any decision of the Board in relation to the matter.

(b) For the purposes of the making of a determination of the Board under paragraph (a) in relation to a Director who has made a declaration under Rules 51 or 52, the Director must not:

- (i) be present during any deliberation of the Board for the purpose of making the determination, or
- (ii) take part in the making by the Board of the determination.

(c) Any vote cast by a Director in contravention of Rules 51 or 52 is not to be counted.

(d) Every declaration made by a Director under Rules 51 or 52 is to be recorded in the minutes of the meeting at which it was made.

## COMMITTEES

54. (a) The Board may, in accordance with Section 178(a), (b) and (c) of the Act, by resolution, delegate to a Director or a committee of two or more Directors or a committee of members of the Club, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution and the Club or the Board may by resolution revoke wholly or in part any such delegation.

(b) A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

- (c) A delegation under this Rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- (d) Notwithstanding any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.
- (e) Where a power is exercised by a Director (either alone or with other Directors) and the exercise of the power is evidenced in writing, signed by the Director in the name of the Board or in his or her own name on behalf of the Board, the power will be deemed to have been exercised by the Board, whether or not a resolution delegating the exercise of the power to the Director was when the power was exercised, in force and whether or not any conditions or limitations referred to in paragraph (c) were observed by the Director exercising the power.
- (f) An instrument purporting to be signed by a Director as referred to in Section 176 of the Act will in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the Club under seal. Until the contrary is proved, the instrument is to be taken to be an instrument signed by a delegate of the Board under Section 176 of the Act.
- (g) The Chairman or his or her nominee, who must be a Director, has by virtue of his or her office the right to be a member of all committees.
- (h) A committee may elect a chairman of their meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding that meeting, the members present may choose one of their number to be chairman of the meeting.
- (i) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the event of an equality of votes the chairman will have a second vote in addition to a first vote.

## **TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS**

55. (a) The Board may transact any of its business:

- (i) in accordance with Section 176 of the Act, by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board; or
- (ii) in accordance with Section 175(3) of the Act, at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any members who speaks on a matter before the meeting, can be heard by the other members.

(b) For the purpose of this Rule, the chairman of the meeting and each member of the Board have the same voting rights as they would have at an ordinary meeting of the Board.

(c) A resolution approved under this Rule is to be recorded in the minutes of the meetings of the Board.

(d) The Secretary may circulate papers among members of the Board for the purpose of this Rule by electronic or other transmission of the information in the papers concerned.

### **DUTIES AND POWERS OF THE BOARD**

56. (a) The business and operations of the Club will in accordance with Section 172 of the Act be managed by the Board, and for that purpose the Board except as hereinafter provided, will have and may exercise the powers of the Club as if they had been expressly conferred on the Board at a general meeting.

(b) The powers of the Board will be subject to any restrictions imposed thereon by the Act, the Registered Clubs Act or these Rules.

57. (a) The Board will cause minutes to be made in books provided for the purpose and in particular:

- (i) of all appointments of officers and employees made by the Board;
- (ii) of the names of the Directors present at each meeting of the Board and of any committee of the Board;
- (iii) of all resolutions and proceedings at all general meetings of the Club, meetings of the Board and meetings of committees of the Board.

(b) The minutes of a meeting must be recorded in the minute book within 28 days of the date of the meeting to which they relate.

(c) The minutes of a meeting must be confirmed at and signed by the chairman of the next succeeding general meeting of the Club, meeting of the Board or meeting of a committee of the Board as the case may be.

(d) The minutes of a meeting are to be kept in the English language.

58. The Board will cause to be kept at the Club's registered office, and open at all reasonable hours for inspection by any full member, without fee:

- (a) a copy of the Act (including regulations under the Act);
- (b) a copy of these Rules;
- (c) a copy of the minutes of each general meeting;
- (d) a copy of the last annual report of the Club under Section 284 of the Act;
- (e) the prescribed register of Directors and members;
- (f) the prescribed register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the Club;
- (g) any other registers which are required to be open for inspection under Section 214(1) of the Act.

59. Every Director acting in the business and operations of the Club pursuant to a resolution duly passed by the Board will, in accordance with the Act, be deemed to be the agent of the Club for all purposes within the objects of the Club.

## **BY-LAWS**

60. (a) The Board has the power to make, amend and rescind By-laws (to be consistent with the Act and these Rules), which in the Board's opinion 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 Club's members. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:

- (i) those matters as the Board is specifically empowered by these Rules to regulate by By-law;
- (ii) the general management and control of the Club's trading activities;
- (iii) the management and control of the Club's premises;
- (iv) the management and control of play and dress on the Club's premises;
- (v) the upkeep and control of the Club's property;
- (vi) the management and control of all competitions;
- (vii) the conduct of members and guests of members;
- (viii) the relationship between members and the Club's employees;
- (ix) the formation, termination, control and regulation of the Club's subsidiary clubs and committees and their conduct and activities; and
- (x) generally all those matters as are commonly the subject matter of club rules or by-laws or which are not reserved either under the Act, the Liquor Act, the Registered Clubs Act or these Rules for decision by the members of the Club in general meeting.

(b) The Board has the power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of these Rules.

(c) Any By-law made under these Rules comes into force and has the full authority of a By-law of the Club on being posted upon the club noticeboard.

## **GENERAL MEETINGS**

61. (a) A general meeting to be known as the Annual General Meeting will, as provided in Section 252 of the Act, be held in each year within five months after the close of the financial year (or within any further time as may be allowed by the Registrar or prescribed) at a time and place as the Board may determine.

(b) If an Annual General Meeting is not held in accordance with paragraph (a) the members may, in accordance with Section 257 of the Act, requisition such a meeting.

(c) All other general meetings of the Club will be special general meetings.

62. The Board may, whenever it thinks fit, convene a special general meeting.

63. (a) The Board must convene a special general meeting on the requisition in writing by not less than 50 full members or who together are able to cast at least 20% of the total number of votes to be cast at a general meeting, whichever is the lesser.

(b) The requisition must:

- (i) state the objects of the meeting; and
- (ii) be signed by the requisitioning members (and may consist of several documents in like form each signed by one or more of the requisitioning members); and
- (iii) be served on the Club by being lodged at the Club's registered office.

(c) A general meeting requisitioned by members in accordance with this Rule must be convened and held as soon as practicable and, in any case, must be held within two months after the requisition is served.

(d) Where the Board does not convene a general meeting 21 days after the requisition is served, the following provisions apply:

- (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner or as nearly as possible as meetings are convened by the Board;
- (ii) for that purpose they may request the Club to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the Club;
- (iii) the Board must send the requesting statement to the requisitioning members within seven days after the request for the statement is made;
- (iv) the meeting convened by the requisitioning members must be held not later than three months after the requisition is served;
- (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the Club;
- (vi) any such amount required to be paid by the Club is to be retained by the Club out of any money due from the Club by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

#### **NOTICE OF GENERAL MEETINGS**

64. (a) Fourteen days notice (exclusive of the day on which the notice is served or deemed to be served, inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business will be given of any general meeting in the manner as provided by the Act to such persons as are under these Rules entitled to receive notices of general meetings. However, the non-receipt of the notice by any member will not invalidate the proceedings of that general meeting.

(b) In the case of Special Resolutions, the giving of notice must conform to the requirements of the Act.

(c) Any member having business to submit to a general meeting must give written notice to the Club not less than 28 days prior to the date of the meeting.

### **BUSINESS OF ANNUAL GENERAL MEETING**

65. (a) The ordinary business of the Annual General Meeting will be:

- (i) to confirm minutes of the last preceding general meeting, whether the Annual General Meeting or special general meeting;
- (ii) to receive from the Board, auditors or any officers of the Club, reports upon the transactions of the Club during the financial year, in accordance with the Act including balance sheet, trading account and profit and loss account and the state of affairs at the end thereof;
- (iii) to elect (if required) the Directors to hold office in accordance with these Rules;
- (iv) to elect auditors (if required).

(b) The Annual General Meeting may also transact such special business of which notice has been given to members in accordance with these Rules.

(c) All business of an Annual General Meeting other than the ordinary business as deemed by this Rule will be deemed to be special business.

### **PROCEEDINGS AT GENERAL MEETINGS**

66. The Chairman is entitled to preside as the chairman of any general meeting. If the Chairman is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Deputy Chairman will preside as the chairman. If the Deputy Chairman is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the Board will elect a Director to preside as the chairman. If a Director is not present within 15 minutes after the time appointed for holding the meeting or being present is unwilling or unable to act, then the members of the Club present will elect one of their number to be the chairman of the meeting.

67. No item of business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item. The quorum requirements are:

- (a) for a general meeting which is called on the requisition of members, 50 full members who are present and entitled to vote or 20% of the Club's full members who are present and entitled to vote, whichever is the greater; and
- (b) for a general meeting which is not called on the requisition of members and for an Annual General Meeting, 20 full members who are present and entitled to vote or 5% of the Club's full members who are present and entitled to vote, whichever is the lesser.

68. If within 15 minutes from the time appointed for any general meeting a quorum is not present, the meeting if called on the requisition of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine, but such period must be less than one month. If at the adjourned meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

69. The chairman of a general meeting may, with the consent of any general meeting at which a quorum is present (and will if directed by the meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting will be given as in the case of an original meeting. When the meeting is adjourned for less than one month, it will not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

### **VOTING PROCEDURE**

70. (a) At any general meeting, a poll on any resolution may be demanded by not less than five members who are entitled to vote on that resolution.

(b) If a poll on a resolution is demanded at a general meeting, the chairman of the meeting will direct the manner in which the poll is taken and whether the poll is taken immediately or after an interval or adjournment. A poll demanded on the election of the chairman or on a question of adjournment must be taken immediately. The result of the poll will be the resolution of the meeting at which the poll was demanded.

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

(d) In the case of any dispute as to the admission or rejection of a vote, the chairman of the general meeting will determine the dispute, and that determination made in good faith will be final and conclusive.

(e) At any general meeting (unless a poll is demanded), a declaration by the chairman 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, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

(f) A resolution will be determined by simple majority except in the case of a Special Resolution.

(g) A Special Resolution means a resolution of which not less than 21 days' notice has been given of the intention to propose the resolution as a Special Resolution and which is passed either by two-thirds of the members who vote at a general meeting in person or in a postal ballot, or by three-quarters of the members who cast votes in a special postal ballot of members.

(h) On a show of hands or a poll every member who is present and entitled to vote will have one vote.

- (i) In the event of an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting at which the show of hands takes place, or at which the poll is demanded, may have a casting vote in addition to a first vote.
- (j) The Club may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in Part 3.2, Division 4 of the Act.

### **INDEMNITY AND INSURANCES**

71. (a) The Board will effect, and maintain, a policy of insurance for the indemnity of the Club against any pecuniary loss to the Club resulting from any act of fraud or dishonesty committed:

- (i) by any officer of, or other person employed by the Club in connection with his or her duties;
- (ii) where a person contracts to provide a secretarial or administrative service to the Club, by that person or any of his or her employees in connection with the provision of any such service.

(b) The Board will arrange insurance against loss, damage to, or liability of, the Club by reasons of fire, accident or otherwise.

### **FINANCIAL YEAR**

72. The Club's financial year will commence on the first day of July and end on the last day of June in the next year.

### **ACCOUNTS**

73. (a) The Club must prepare financial reports and statements in accordance with the Act and these Rules.

(b) The Board shall submit those financial reports and statements to the Annual General Meeting, in accordance with the applicable requirements of the Act.

(c) The Board shall make available all documents required to be submitted to each member at least 21 days before the Annual General Meeting by:

- (i) sending a copy to each member; or
- (ii) giving members notice that the documents are available for inspection at the Club's registered office.

(d) The Club must comply with any requirements of the Registered Clubs Act regarding end of financial year reporting to members.

(e) The books of account will be kept at the Club's registered office or at such other place as required by Section 213 of the Act and will always be open to the inspection of the Directors.

## **BANKING**

74. (a) The Board will cause to be opened a banking account or accounts in the name of the Club into which all moneys received will be paid as soon as possible after receipt.

(b) All cheques drawn on the Club's accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the Club will be signed by one of the Directors and countersigned by the Secretary or other persons authorised by the Board.

## **AUDIT**

75. (a) The accounts of the Club must be audited annually in accordance with the applicable requirements of the Act and the Regulation.

(b) One or more auditors shall be appointed, hold office, be remunerated, be removed and have duties and responsibilities in accordance with the applicable requirements of the Act and the Regulation and shall be qualified as a registered company auditor, unless exempt from this requirement under an order made by the Registrar pursuant to the Act or the Regulation.

(c) An auditor must not be replaced except in accordance with the procedure set out in the Act and the Regulation.

## **APPLICATION OF FUNDS**

76. (a) The income and property of the Club, howsoever derived, will be applied solely towards the promotion of the objects of the Club as set out in these Rules and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. However, nothing in these Rules will prevent:

(i) the payment in good faith of interest to any member in respect of any money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club;

(ii) the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.

(b) The Club is empowered to apply part of its surplus in the manner envisaged in Section 356 of the Act. An amount not exceeding 20% of the surplus may be applied to any charitable purpose, or for promoting cooperation or any community advancement object.

## **PROVISION FOR LOSS**

77. The Board shall account for any loss which may result from the transactions of the Club in accordance with the applicable requirements of the Act and the Regulation.

## DISPUTES

78. (a) In this Rule:

- (i) 'party' includes:
  - (A) a full member of the Club;
  - (B) any aggrieved person who has ceased to be a full member in the last six months;
  - (C) any person claiming through or under a member or any aggrieved person referred to in subparagraph (a)(i)(B); and
  - (D) the Club, including the Board or any other officer of the Club.
- (ii) 'dispute' may only refer to a matter affecting a person of the type mentioned in subparagraphs (a)(i)(A) to (C).

(b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following subparagraphs of this Rule except where the person seeks urgent interlocutory relief.

(c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.

(d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.

(e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:

- (i) the timetable for all steps in the procedures; and
- (ii) the selection and compensation of the independent person required for mediation,

then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 2010.

(f) Nothing in this Rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these Rules.

(g) Nothing in this Rule applies to any dispute involving the expulsion or suspension of a member or the imposition of a fine.

## NOTICES

79. (a) A notice may be given by the Club to any member entitled to vote either:

- (i) personally; or
- (ii) by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Rules or an alternate address supplied by the member; or

- (iii) by some other form of technology, for example by facsimile or email, where the member has notified the Club of the relevant contact details; or
- (iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the Club.

(b) A notice may be given to all other members by placing an advertisement in a newspaper which is circulated in the neighbourhood of the Club's registered office and shall be deemed to have been duly given to the member on the date on which the advertisement appears.

80. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on the day of receipt by that member.

(b) Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice. In the case of a notice of meeting, service is deemed to be effected at the expiration of 24 hours after the letter containing the notice is posted. In every other case service is deemed to be effected at the time at which the letter would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

(c) A notice forwarded by another form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next business day.

### **DEBENTURES**

81. The Club will not issue any debentures (as defined in the Act).

### **LIABILITY OF MEMBERS**

82. The liability of the members of the Club is limited in accordance with Section 121 of the Act.

### **WINDING UP**

83. (a) The winding up of the Club will be conducted in accordance with Part 4.5 of the Act.

(b) 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 property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other body or bodies:

- (i) that is or are carried on predominantly for the encouragement of a game or sport; and
- (ii) which has or have objects similar to the objects of the Club; and
- (iii) which prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of these Rules.

- (c) The body or bodies in paragraph (b) will be determined by the members of the Club at or before the time of winding up or dissolution or in default thereof by that Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter. If and so far as effect cannot be given to paragraph (b), then the remaining property will be given to some charitable object.

## **REGISTERS**

84. The Club will keep the following registers:

- (a) a register of persons who are full members of the Club (which will set out the full name and address of each full member and, if the member is an ordinary member, the date on which that member last paid the subscription for membership of the Club);
- (b) a register of persons who are honorary members;
- (c) a register of persons who are temporary members;
- (d) a register of persons who are guests of members;
- (e) a register of Directors;
- (f) a register of any loans raised, securities given, bonds issued and deposits received by the Club;
- (g) a register of any loans made or guaranteed by the Club and of any securities taken by the Club;
- (h) any other registers which are required to be kept under the Act.

## **ADDRESSES OF MEMBERS**

85. A member must notify the Club of any change in his or her mailing address within one month after that change.

## **INDEMNITY FOR OFFICERS**

86. The Club may indemnify any officer of the Club against any liability incurred by the officer in defending any proceedings, whether civil or criminal, in which judgment is given in the officer's favour or in which the officer is acquitted or in connection with any application in relation to any such proceedings in which relief under the Act is granted to the officer by the Supreme Court.

## **COMMON SEAL**

- 87. (a) The Club shall ensure its name appears in legible characters on its Common Seal.
- (b) The Common Seal shall be kept at the Club's registered office in such custody as the Board shall direct.
- (c) The Club's Common Seal shall not be affixed to any instrument except by resolution of the Board. The Common Seal must be affixed by a Director of the Club in the presence of another Director or officer of the Club and be authenticated by the signature of both persons.

## **CUSTODY OF BOOKS AND DOCUMENTS**

88. All books of accounts, securities, documents and papers of the Club (other than those which the Board directs to be kept elsewhere) will be kept at the Club's registered office in such manner and with such provision for their security as the Board will direct and as required by or under the Act. In giving any direction, the Board will comply with Section 214 of the Act.

## **SECRETARY**

89. (a) The Board shall appoint a Secretary who shall perform all the functions and duties required by the Act, the Registered Clubs Act, these Rules and the law to be performed or undertaken by the Secretary of the Club.

(b) The Secretary shall be appointed to the office on such terms and conditions as the Board may determine.

(c) The Board may appoint a Director or any full member of the Club as the Secretary if the office of Secretary is not filled by an employee of the Club.

## **SCHEDULE OF CHARGES**

90. The charges referred to in these Rules are:

(a) maximum fee for a copy of these Rules - \$10 (Rule 7);

(b) maximum fine - \$20 (Rule 35).

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