I, Emmah McNamara-Smith, Company Secretary and Chief Executive Officer, certify that this and the following 28 pages are a true and correct copy of the Constitution of Marrickville Bowling & Recreation Club Limited as adopted at the Extraordinary General Meeting of the Club held on 25 May 2025.

Emmah McNamara-Smith

Date

Constitution

MARRICKVILLE BOWLING & RECREATION CLUB LIMITED

ACN 001 037 029

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1 Definitions and interpretation

1.1 Replaceable Rules

All of the replaceable rules set out in the Corporations Act which the Club is entitled to displace, are displaced by the rules set out in this constitution.

1.2 Definitions

The following definitions apply in this constitution:

Authority means the Independent Liquor & Gaming Authority, or any authority which replaces it or exercises its functions;

Board means the board of Directors of the Club;

Club means Marrickville Bowling & Recreation Club Limited ACN 001 037 029;

Club Licence means a club licence held by the Club under section 10 of the Liquor Act;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means a member of the Board;

Executive means the President, Vice President, the Treasurer and the Bowls Secretary;

Full member means a person who is an Ordinary member or a Life member;

Gaming Machines Act means the *Gaming Machines Act 2001* (NSW);

Licensed Premises means the premises of the Club to which a Club Licence relates;

Liquor Act means the *Liquor Act 2007* (NSW);

Material Personal Interest means a material personal interest for the purposes of the Corporations Act;

Noticeboard means a noticeboard on any of the Club's Licensed Premises on which notices are displayed for the information of members;

Ordinary member means a member of the Club other than a Life member, Honorary member, Temporary member or Provisional member;

Ordinary resolution has the meaning defined in the Corporations Act.

Registered Clubs Act means the *Registered Clubs Act 1976* (NSW);

Returning Officer means the financial Full Bowling member or Life member appointed by the Board as returning officer to conduct a Board election;

Secretary means any person appointed to perform the duties of the Secretary of the Club, who shall be the Chief Executive Officer of the Club;

Selector means a member of the Club elected to the office of selector in accordance with rule 22 of the Club's constitution;

Special Resolution has the meaning defined in the Corporations Act.

Written Notice means a notice given in accordance with Rule 27.

1.3 **Interpretation**

The following rules apply in interpreting this constitution:

(a) a financial member means a member who has paid all money owed to the Club no later than 30 days after the due date;

(b) words importing the singular include the plural and vice versa;

(c) words importing a gender include any gender;

(d) words or expressions defined in the Corporations Act, the Registered Clubs Act, the Liquor Act or the Gaming Machines Act have those meanings unless the context requires otherwise;

(e) headings are for convenience only, and do not affect interpretation;

(f) the table of contents is for convenience only and does not form part of this constitution;

(g) a reference to any legislation includes legislation varying, consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation; and

(h) a decision of the Board on the construction or interpretation of this constitution or any By-laws or regulations of the Club is conclusive and binding on all members, subject to such construction or interpretation being varied or revised by a Court with jurisdiction.

2 Name and structure

2.1 **Name of the Club**

The name of the Club is Marrickville Bowling & Recreation Club Limited.

2.2 **Company Limited by Guarantee**

The Club is a non-proprietary club, and is limited by guarantee and the liability of its members is limited as provided in this constitution.

3 Registered club matters

3.1 **Registered Clubs Act**

(a) Subject to section 10(6) and section 10(6A) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act, a member of the Club, whether or not the person is a Director, or member 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.

(b) Only the Club and its members are entitled to derive directly or indirectly, any profit, benefit or advantage from the ownership or occupation of the Club's Licensed Premises, subject to section 10(1)(j) and section 10(7) of the Registered Clubs Act and any other applicable provision of the Registered Clubs Act.

(c) An employee of the Club must not vote at any meeting of the Club or of the Board, or at any election of the Board, or hold office as a Director.

3.2 **Liquor & gaming**

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

(b) Liquor must not be sold, supplied or disposed of on the Licensed Premises to any person under 18 years of age.

(c) A person under 18 years of age must not use or operate gaming machines on the Licensed Premises.

4 Objects

4.1 **Objects**

The Club has the following objects:

(a) To provide for members and their guests a social and sporting club and to afford to members and their guests the usual privileges, advantages, conveniences and accommodation of a registered club.

(b) To affiliate at the Club's discretion with any other body having like aims or objects, provided that the Club retains autonomy in all matters.

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

(d) To give, sell, mortgage, hire, lease or otherwise dispose of any property of the Club.

(e) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(f) To apply for, obtain and hold any licence under the Liquor Act or any other law.

(g) To support and subscribe to any local or other charities and any institutions, societies or clubs which may be for the benefit of the Club or its employees and to grant donations for any one or more of the objects of the Club or for any public purpose and to provide a superannuation fund for the employees of the Club or otherwise to assist any such employees, their widows or widowers, and their children.

(h) To amalgamate with, or otherwise acquire the business and assets of, any other registered club.

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

4.2 **Interpretation**

The meaning and effect of any object shall not be restricted by any other object, and, each object will be interpreted and have effect as an independent power. This rule 4 is to be interpreted so as to widen and not restrict the powers of the Club.

5 Income and property

5.1 Objects

The Club will apply its income and property solely towards promoting the objects of the Company as stated in rule 4. Subject to rule 5.3, no part of the Club's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

5.2 Board and committees

Subject to rule 5.3, no Director or member of any committee of the Club will be appointed to any salaried office of the Club or any office of the Club paid by fees while still a Director or member of that committee.

5.3 Permitted payments

Nothing in this constitution prevents the payment in good faith:

(a) of an honorarium in respect of special honorary services rendered or the repayment of out-of-pocket expenses;

(b) of interest on money lent to the Club by a member or otherwise owing by the Club to a member;

(c) of remuneration to any officer or employee of the Club or to any member (other than an honorarium to a Director or member of any committee of the Club) in return for services actually rendered to the Club;

(d) for goods supplied to the Club; or

(e) rent for premises leased to the Club.

6 Winding up

6.1 Limited liability of members

Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he or she is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which 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 amongst themselves such amount as may be required not exceeding $1.

6.2 Distribution of Property

(a) On winding up or dissolution of the Club, any property remaining after the satisfaction of the debts and liabilities of the Club must not be paid to or distributed among the members. Any such remaining property will be given or transferred to an institution or institutions determined by the members which, at or before the time of such winding up or dissolution:

(i) has similar objects to the Club; and

(ii) restricts the distribution of its income and property to its members to an extent at least as great as is imposed on the Club under this constitution.

(b) If effect cannot be given to rule 6.2(a), then the remaining property shall be given or transferred to some charitable object nominated by the members at or before the time of such winding up or dissolution.

(c) If the members do not make a determination under rule 6.2(a) or rule 6.2(b), then the institution(s) or charitable object may be determined by a Court with jurisdiction.

7 Membership

7.1 Membership

(a) The members of the Club are:

(i) those persons who at the date of the Special Resolution adopting this constitution are entered in the Club's register of Full members, who shall at the date of adoption of this constitution retain the class of membership shown in the register; and

(ii) those persons who are afterwards admitted to membership in accordance with this constitution.

(b) A person must not be admitted to membership except as a Full member, Honorary member, Temporary member or Provisional member.

7.2 Ordinary membership classes

Ordinary membership consists of the following classes:

(a) Full Bowling member;

(b) Social member

(c) Junior member; and

(d) Casual member.

7.3 Eligibility for Ordinary membership

(a) A Full Bowling member is a person who:

(i) is at least 18 years of age;

(ii) is a player of the sport of bowls;

(iii) has their candidacy for membership proposed and seconded by two persons who are either Full Bowling members or Life members and have been members of the Club for a continuous period of not less than 12 months; and

(iv) has been duly elected as a Full Bowling member of the Club.

(b) A Social member is a person who is at least 18 years of age and has been duly elected as a Social member of the Club.

(c) A Junior member is a person who is younger than 18 years of age who is a player of the sport of bowls and has been duly elected as a Junior member of the Club.

(d) A Casual member is a person who is at least 18 years of age and has been duly elected as a Casual member of the Club.

7.4 Election of Ordinary members

(a) A person must not be admitted as an Ordinary member unless that person is elected to membership at a meeting of the Board, or a duly appointed election committee of the Club, by a 75% majority of those present and voting. The names of those present and voting at that meeting will be recorded by the Secretary. The Board or election committee may reject any application for membership without giving any reason.

(b) An application for Ordinary membership must be lodged with the Secretary in a form prescribed by the Board, including the full name and address of the candidate and a statement that the candidate, if admitted, will be bound by the constitution. If the person is applying for Full Bowling membership, the application must also comply with Rule 7.3(a).

(c) As soon as practicable after the Secretary receives an application for Ordinary membership in accordance with this constitution, the Secretary will cause the name of the candidate to be displayed on the Club Noticeboard or in some other conspicuous place in the Licensed Premises for a continuous period of not less than 1 week before the election of the candidate as a member of the Club. An interval of at least 2 weeks must elapse between the proposal of a candidate for election and the candidate's election.

(d) A person elected to membership must pay the entrance fee (if any) and first subscription to become an Ordinary member of the Club. If the entrance fee and subscription is not paid within 1 month after the date of election to membership, the Board may at its discretion cancel the election of the person to membership.

(e) A person whose application for Ordinary membership is rejected by the Board or election committee, is not eligible to re-apply for Ordinary membership for a period of 12 months from the date of such decision of the Board or election committee.

7.5 **Transfer of Ordinary membership**

The Board may transfer an Ordinary member to another class of Ordinary membership for which they are eligible, on the written request of the member. The Board may require the member to pay the difference between the entrance fee (if any) and subscription applicable to that other class of membership and the member's present class of membership.

7.6 **Life members**

(a) A Life member is a person who has, in recognition of their outstanding service to the Club, been duly elected to Life membership at a general meeting by a Special Resolution passed by those eligible members present and voting.

(b) To be eligible for election as a Life member:

(i) the person must be nominated by 2 financial Full members (other than Junior members) of the Club; and

(ii) the nomination must be approved by the Board at its discretion.

7.7 **Provisional Members**

(a) Any person who has lodged a duly completed application for Ordinary membership in accordance with this constitution and pays the subscription appropriate to the class of membership sought, may be granted Provisional membership while awaiting the decision of the Board in relation to their application.

(b) If a Provisional member is not elected as an Ordinary member within 12 weeks from the date of lodging the application, or that person's application for Ordinary membership is rejected (whichever is the earlier), that person will immediately cease to be a Provisional member and the subscription must be repaid.

7.8 **Honorary members**

The following persons may be admitted as Honorary members in accordance with procedures established by the Board:

(a) the Patron or Patrons for the time being of the Club; or

(b) any prominent citizen or local dignitary visiting the Club.

7.9 **Temporary members**

(a) The following persons may be admitted as Temporary members in accordance with procedures established by the Board:

(i) a person whose permanent place of residence is in New South Wales. Subject to any minimum distance as may be prescribed from time to time by the Registered Clubs Act, the Board may from time to time determine by by-law a minimum distance of residence from the Club's premises for a person to qualify for a Temporary membership under this rule 7.9(a);

(ii) a full member (as defined in the Registered Clubs Act) of another registered club which has objects similar to those of the Club;

(iii) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club who, at the invitation of the Board or of a Full member, attends on any day at the Licensed Premises 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 the person so attends the Licensed Premises until the end of that day; and

(iv) an interstate or overseas visitor.

(b) A person may be admitted as a Temporary member for a period of up to 7 consecutive days (or a longer period approved by the Authority in writing). A person admitted under this rule 7.9(b) is only required to sign the register on the first day when they enter the Licensed Premises during that period.

8 Rights of members

8.1 **Facilities and amenities**

Financial Full members are entitled to all social privileges and advantages for which the Club is established provided that, the rights of members to use the facilities and amenities of the Club will be as the Board determines.

8.2 **Full members**

(a) A majority of Full members must have the right to vote at the election of the Board.

(b) Financial Full Bowling members and Life members are entitled (subject to any further restrictions in this constitution) to:

(i) attend and to vote at General Meetings;

(ii) vote in the election of the Board;

(iii) be nominated for, elected to and hold office on the Board;

(iv) vote in the election of the Selector; and

(v) be nominated for, elected to and hold the position of Selector.

(c) Social members are entitled (subject to any further restrictions in this constitution) to:

(i) vote on any resolution to approve any honorarium to be paid to any member of the Board;

(ii) vote at any General Meeting called for the purpose of considering whether to remove any person on the Board; and

(iii) vote at the election of the Board,

but otherwise are not entitled to attend or vote at any General Meetings or on any Special Resolution, or to be nominated for, elected to or hold office on the Board.

8.3 **Life members**

A Life member has all the rights and privileges of a Full Bowling member.

8.4 **Other members**

Provisional members, Honorary members and Temporary members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, and are not entitled to attend or vote at any General Meeting, vote at the election of the Board, or be nominated for, elected to, or hold office on, the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.

9 Cessation of Membership

9.1 **Cessation**

(a) A person will immediately cease to be a member if:

(i) they resign by notice in writing to the Club, and such resignation takes effect on the date the notice is given to the Club;

(ii) they return their membership card to the Club and state (verbally or in writing) that such return constitutes their resignation as a member, and such resignation takes effect on the date the card is given to the Club;

(iii) they die; or

(iv) they have not paid the subscription or any other money owed to the Club within 60 days after the due date (or such longer period as may be determined by the Board) from the date upon which it falls due for payment.

(b) The Board or the Secretary may terminate the membership of any Honorary member or Temporary member at any time without notice and without being required to give any reason.

9.2 **Members' liability**

A person who ceases to be a member for any reason, immediately forfeits all rights as a member of the Club. The person remains liable for any money due and unpaid at to the Club at the date of cessation of that person's membership, and, any other money for which that person is or may become liable under this constitution.

10 Entrance fees, subscriptions and levies

(a) Members' subscriptions shall be paid annually or, if the Board so resolves, by quarterly or half-yearly instalments and in advance or for more than 1 year in advance.

(b) The Board may make charges and levies on Ordinary members for general or special purposes.

(c) The entrance fees, subscriptions, levies, charges and other amounts payable by members will be as prescribed by the Board, provided that the annual subscription payable by Ordinary members must not be less than the minimum amount prescribed by the Registered Clubs Act.

(d) A Life member is not required to pay any subscription or levies.

(e) A Temporary member or Honorary member is not required to pay an entrance fee or subscription.

(f) The Board may prescribe the time and manner of payment and all other matters not set out in this constitution.

11 Addresses of members

A Full member must advise the Secretary of any change in their address, or any electronic address they have nominated for service of notices.

12 Registers

The Club must keep the following registers in accordance with the Registered Clubs Act:

(a) A register of Full members.

(b) A register of Honorary members.

(c) A register of Temporary members.

(d) A register of persons of at least 18 years of age who enter the Licensed Premises as guests of members.

13 Disciplinary Proceedings

13.1 Disciplinary decisions

If a member refuses or fails to comply with this constitution or the by-laws or is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board may:

(a) reprimand the member;

(b) suspend the member from all or any privileges of membership for such period as it considers fit;

(c) expel the member; or

(d) accept the resignation of the member.

13.2 Procedure

(a) The Club must give the member written notice of any charge against them under this rule 13 at least 7 days before the meeting at which the charge is to be heard. The notice must set out the facts, matters and circumstances giving rise to the charge.

(b) The member is entitled to attend the meeting to answer the charge or may answer the charge in writing, and is entitled to call witnesses in their defence and to cross-examine witnesses at the meeting.

(c) If the member attends the meeting:

(i) After the Board has considered the evidence, it must come to a decision as to the member's guilt or innocence in relation to the charge.

(ii) If found guilty, the member must be given an opportunity to address the Board in relation to the penalty appropriate to a charge, before the Board determines the penalty to be imposed.

(d) If the member fails to attend the meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, and determine any penalty, in the member's absence.

(e) The Board must conduct the vote on the member's guilt or innocence by secret ballot.

(f) Any decision of the Board at the meeting or any adjournment of it, is final and the Board is not required to give any reason.

(g) A resolution by the Board to reprimand, suspend or expel a member must be passed by a two thirds majority of those present and voting.

(h) The Secretary may assist the Board but must not vote.

(i) If a notice of charge is issued to a member under rule 13.2(a), the Board or the Secretary may immediately suspend that member from all or any privileges of the Club by giving written notice to the member, which may be included in the notice of charge. Any such suspension may be until the charge is determined.

(j) The powers of the Board under this rule 13 may be exercised by a disciplinary committee of at least 3 Directors. A quorum of the disciplinary committee is 3 Directors.

14 Non voluntary exclusion

14.1 Grounds and procedure for exclusion

(a) The Secretary or any other authorised person (as defined in the Liquor Act) may refuse to admit to, remove from, or require to leave, the Licensed Premises or any other property owned or occupied by the Club any person who:

(i) is at the time intoxicated, violent, quarrelsome, disorderly or indecent;

(ii) whose presence on the Licensed Premises or such other property (as the case may be) renders the Club or the Secretary liable to any penalty under any applicable law;

(iii) who smokes, within the meaning of the *Smoke-free Environment Act 2000* (NSW), while on any part of the Licensed Premises or such other property (as the case may be) that is a smoke-free area within the meaning of that Act;

(iv) who uses, or has in their possession, while on any part of the Licensed Premises or such other property (as the case may be) any substance suspected of being a prohibited plant or a prohibited drug;

(v) whom the Club or the Secretary, under the conditions of the Club Licence or according to a term (of the kind referred to in section 134 or section 136D of the Liquor Act) of a local liquor accord, is authorised or required to refuse access to the Licensed Premises; or

(vi) is a member, and whose conduct, in the opinion of the Secretary may be prejudicial to the interests of the Club, unbecoming of a member, or which may render the member unfit for membership.

(b) If a member is refused admittance to, removed from, or required to leave the Licensed Premises or any other property owned or occupied by the Club under rule 14.1(a) the Secretary may immediately suspend that member from any or all privileges of membership for up to 6 weeks or until any charge issued under rule 13.2(a) is heard and determined by the Board or disciplinary committee (whichever is earlier). A report of such suspension must be made to the Board or its disciplinary committee.

(c) Nothing in this rule 14 limits section 77 of the Liquor Act.

(d) The rules of natural justice do not apply to rule 14.1(a) or rule 14.1(b).

14.2 **Club policies**

The Board or the Secretary may at any time organise and enforce the exclusion from the Licensed Premises of any member or other person (either with or without the member's or person's consent) in accordance with the Club's Responsible Service of Alcohol policy or Responsible Conduct of Gambling policy.

15 Patrons

The members in General Meeting may appoint a Patron or Patrons upon a recommendation being made by the Board to the meeting.

16 Guests

(a) A member may introduce guests to the Club, provided that a Temporary member may only introduce guests who are under 18 years of age 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, who is suspended from membership, whose application for membership of the Club has been rejected, or, who is a former employee of the Club who was dismissed for misconduct.

(c) A guest must at all times remain in the reasonable company of the member who has introduced them to the Club, and must not remain on the Licensed Premises any longer than that member.

(d) A member must ensure that the Club's register of guests is duly completed in relation to any guest they introduce to the Licensed Premises (except if the guest is under 18 years of age).

(e) A member is responsible for the conduct of their guests.

(f) The Board or the Secretary may refuse a guest admission to, or require the guest to leave, the Licensed Premises or any other property owned or occupied by the Club (or any part of such Licensed Premises or property) at any time without notice and without being required to give any reason.

(g) The Board may make by-laws regulating the terms and conditions on which guests may be admitted to the Club.

17 Board of Directors

17.1 **The Board**

The Board shall consist of 7 members, being the President, Vice President, a Treasurer, a Bowls Secretary and 3 other Directors.

17.2 **Eligibility**

(a) A Full Bowling member or Life member is eligible to be nominated for, elected or appointed to the Board:

(i) if the person was elected to membership:

(A) prior to the General Meeting on 25 May 2025 at which this Constitution is adopted, then if they have been a Full member for a continuous period of 3 years; or

(B) after the General Meeting on 25 May 2025 at which this Constitution is adopted, then if they have been a Full member for a continuous period of 5 years; and

(ii) they are financial,

at the date of such nomination, election or appointment (as the case may be).

(b) A member eligible for election to the Board may be nominated for more than one position on the Board, and in the event of a member being elected to a more senior position on the Board they will be eliminated from candidature for election to a less senior position on the Board. The order of seniority of positions on the Board is as follows:

(i) President;

(ii) Vice President;

(iii) Treasurer;

(iv) Bowls Secretary; and

(v) other director.

(c) A member is not eligible to be nominated for, elected or appointed to the Board if that person:

(i) is currently under suspension at the date of such nomination, election or appointment (as the case may be); or

(ii) holds a position of office as director on the board of any other bowling club (or registered club which operates bowling greens or a bowling sub-club).

17.3 **Election of the Board**

(a) Triennial Rule

(i) In this Rule:

"**triennial rule**" means this Rule 17.3 which provides for the election of members of the governing body in accordance with Schedule 4 of the Registered Clubs Act; and

"year" means the period between successive Annual General Meetings.

(ii) Until the election of the Board at the 2026 Annual General Meeting, Directors will hold office until the conclusion of the second Annual General Meeting following that at which they were elected, when they will be eligible to be nominated for re-election, subject to the provisions of this constitution and any applicable law.

(iii) The Directors elected to the Board at the 2026 Annual General Meeting shall be divided into 3 groups, and such groups shall be:

(A) determined by drawing lots;

(B) as nearly as practicable equal in number; and

(C) designated as 'Group 1', 'Group 2' and 'Group 3'.

(iv) Unless otherwise disqualified, the Directors:

(A) in Group 1 shall hold office for 1 year;

(B) in Group 2 shall hold office for 2 years; and

(C) in Group 3 shall hold office for 3 years.

(v) At each Annual General Meeting held while the triennial rule is in force (other than the 2026 Annual General Meeting) the number of Directors required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

(vi) A person who fills a casual vacancy in the office of a Director elected in accordance with this Rule 17.3 shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting.

(vii) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Rule 17.3(a)(vi) shall by filled by election at the Annual 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 Annual General Meeting.

(viii) A person whose term of office as a Director under the triennial rule expires is not for that reason ineligible for election for a further term.

(b) At the 2026 Annual General Meeting, prior to the drawing of the lots under Rule 17.3(a)(iii), the Club will announce the persons elected to the positions of the President, Vice President, Treasurer, Bowls Secretary and ordinary Director.

(c) From the conclusion of the 2026 Annual General Meeting, the election cycle for the positions of President, Vice President, Treasurer, Bowls Secretary and the remaining directors will align with the lots that those persons drew under Rule 17.3(a)(iii) at the 2026 Annual General Meeting.

17.4 **Nomination of candidates**

(a) Nominations must be:

(i) made in writing in the form prescribed by the Board;

(ii) state the office or offices for which the nominee is being nominated;

(iii) signed by 2 members, each of whom must:

(A) be a financial Full Bowling member or a Life member;

(B) have been a member of the Club for at least 12 months, and

(iv) signed by the candidate (who must signify their consent to the nomination).

(b) A candidate must include in their nomination form their Director Identification Number (and if a candidate does not have a Director Identification Number, they must obtain a Director Identification number prior to delivering their nomination form to the Secretary).

(c) Completed nomination forms must be delivered to the Secretary by 6pm on the day which is at least 35 days before the date of the Annual General Meeting in a Board election year.

(d) The Secretary will cause the posting of notifications of nomination on the Noticeboard. The position on the Noticeboard(s) or screen, and information provided to members under this rule 17.4(d), will be drawn by lot, provided that the Secretary may refuse to publish any material which is incorrect, misleading, offensive, or publication of which would breach any law.

(e) The Returning Officer may determine if any member is eligible to be nominated for the Board or to vote in the Board election, and the Returning Officer's decision is final.

17.5 **Election procedure**

(a) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.

(b) If the number of candidates nominated exceeds the number required to be elected, a ballot must be held as follows:

(i) The ballot for the number of positions on the Board up for election in that year will take place between the hours of 4pm and 7pm on the Friday and 11am and 4pm on the Saturday two (2) weeks before the Annual General Meeting, such that voting will close at 4pm on the Saturday which is two (2) weeks before the Annual General Meeting.

(ii) The position of candidates' names on the ballot will be drawn by lot.

(iii) The Secretary will give members entitled to vote in the Board election at least 21 days' written notice setting out the dates and times at which votes may be cast. This notice may be included with, or in, the notice of Annual General Meeting.

(iv) A polling booth is to be provided in an area of the Licensed Premises designated by the Board, for members to cast their votes between the hours of 4pm and 7pm on the Friday and 11am and 4pm on the Saturday during the voting period in rule 17.5(b)(i). Alternatively, votes may be cast during those times by any electronic voting method determined by the Board by by-law.

(v) A member will only be permitted to vote if the Returning Officer, or their duly appointed delegate, determines that the member is eligible to do so under this constitution.

(vi) A member shall vote for at least 1 candidate, and not more candidates than the total number of positions on the Board up for election in that year, by:

(A) using either a cross (x), a tick (✓) or numbers (from 1 up to the maximum number of permitted candidates in that year) in the squares opposite the names of the candidates the member wishes to vote for; or

(B) using any electronic voting method determined by the Board by by-law,

and any vote which does not meet the requirements of this rule will be informal and will not be counted. The Returning Officer's decision as to whether a vote has been validly cast is final.

(vii) After the close of the ballot, the Returning Officer assisted by scrutineers appointed by the Board will count all votes properly cast. Each candidate is entitled to appoint an observer (who must not be a candidate) to be present during the count. An observer is not entitled to take part in the count or question the actions or decisions of the Returning Officer or scrutineers.

(viii) The counting of votes for each available office shall proceed in the order of seniority in accordance with rule 17.2(b), and if a candidate receives the highest number of votes in a ballot for a more senior position on the Board then any votes cast in that candidates favour for a less senior position on the Board shall not be counted.

(ix) Directors are elected by the 'first past the post' system. The positions on the Board up for election at a particular Annual General Meeting will be filled in

the order of preference based on term length of the positions, from the longest term length to the shortest term length. If there is an equal number of votes for candidates for the last vacancy to be filled in a Board election, then the Returning Officer (or their duly appointed delegate) shall determine by lot the candidate elected at the Annual General Meeting and the candidate whose name is drawn first will be declared elected.

(x) The Returning Officer (or their duly appointed delegate) will declare the result of the ballot at the Annual General Meeting.

(c) If insufficient nominations are received for the number required to be elected, nominations may, with the consent of the nominee, be made verbally at the Annual General Meeting for the remaining vacancies. If the number of candidates so nominated exceeds the number required to be elected, a ballot must be held at the Annual General Meeting in accordance with the directions of the Returning Officer.

17.6 **Election by-laws**

The Board may make by-laws not inconsistent with this constitution concerning the procedure as to nominations and the conduct and declaration of the election.

17.7 **Vacancies on the Board**

(a) Subject to this constitution, the members in General Meeting may by ordinary resolution remove any Director or Directors before the expiration of their period of office, in accordance with the Corporations Act, and may by ordinary resolution appoint another eligible member or members in their place. Any member so appointed will hold office only during such time as the Director in whose place they are appointed would have held the same if they had not been so removed.

(b) In addition to the circumstances in which the office of a Director becomes vacant by law or under this constitution, the office of a Director becomes vacant if the Director:

(i) dies;

(ii) fails to disclose in accordance with the Corporations Act the nature of any Material Personal Interest in a matter that relates to the affairs of the Club;

(iii) becomes of unsound mind, or mentally incapable of performing the duties of that office as resolved by the Board;

(iv) is absent from meetings of the Board for a continuous period of six (6) months, without leave of absence from the Board;

(v) resigns by notice in writing to the Secretary;

(vi) becomes an employee of the Club;

(vii) ceases to be a member eligible to hold office on the Board; or

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

(c) If a member of the Executive vacates their Executive position, then the Board will appoint one of its own number to fill that vacancy in the Executive position. The Director so appointed will hold that Executive position until the next succeeding Annual General Meeting.

(d) When any casual vacancy occurs in the position of a Director, the person who was the next highest candidate in votes in order of preference at the last election of the Board shall be appointed to the Board to fill the casual vacancy. If that person has become ineligible for appointment or has declined appointment, the next highest candidate in votes in order of preference shall be appointed, and such process will be continued until the vacancies have been filled. If there are no further candidates from the last election of the Board who are eligible or willing for appointment to the Board, then the

Board may appoint any eligible member of the Club to fill that casual vacancy. The person so appointed under this rule to fill the casual vacancy will hold office until the next succeeding Annual General Meeting.

18 Operation of the Company

18.1 Powers and duties of the Board

(a) The business of the Club is to be managed by or under the direction of the Board.

(b) Except as otherwise required by the Corporations Act, any other applicable law, or this constitution, the Board:

(i) has the power to manage the business and affairs of the Club; and

(ii) may exercise every right, power or capacity of the Club not by law or by this constitution otherwise required to be exercised by the Club in a General Meeting.

18.2 Property

The Board may sell, exchange, lease, licence, demise, or otherwise dispose of, all or any of the land or other property or rights to which the Club may be entitled, subject to the Registered Clubs Act and the Liquor Act.

18.3 Negotiable Instruments

All negotiable instruments must be executed, accepted or endorsed by the Club by the signature of 2 Directors or in any other manner as the Board determines.

18.4 By-laws

(a) The Board may make any by-laws not inconsistent with this constitution 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.

(b) The Board may at any time amend or rescind any such by-laws.

(c) Any by-laws made under this constitution will come into force and have the full authority of a by-law of the Club on being posted upon the Noticeboard.

18.5 Committees

(a) The Board may constitute committees comprised of at least 1 Director and including other persons suitable to assist and advise the Board in the discharge of its functions. Board committees will be constituted and act in accordance with resolutions of the Board.

(b) The President has the right to be ex officio a member of all such committees.

(c) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and the chairperson will have a casting vote to be exercised in the case of an equality of votes. The meetings and proceedings of any committee consisting of 2 or more members will be governed by the provisions of this constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any resolution of the Board.

18.6 **Sections**

(a) The Board may create sections and committees for the conduct, management and control of all or any games, sporting or other activities in which the Club is engaged or interested.

(b) The Board may determine the financial members eligible to participate in such sections and committees, and fix or approve any supplemental subscription or any charge (whether annual or special) for such participation.

(c) The Board may empower any such section or committee to open and operate an account in the name of the section in such bank or financial institution as the Board approves, provided that the persons eligible to operate upon any such account must be approved by the Board, which may also remove and replace any such person.

(d) Subject to the absolute control and supervision of the Board, each such section or committee created shall manage its own affairs but must make regular reports to the Board (or otherwise as may be required by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.

(e) Subject to this rule 18.6, the constitutions and rules or by-laws of each such section created under this constitution may be amended by ordinary resolution of the members of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose, provided that no amendment will have effect unless and until it has been approved by the Board.

(f) The Board may pass by-laws for the control and regulation of such sections and committees and also terminate and dissolve any such sections or committees or reconstitute them on a similar or different basis.

19 Proceedings of the Board

19.1 **Board Meetings**

(a) The Board may meet together for the despatch of business and adjourn and otherwise regulate its meetings as the Board thinks fit. The Board must meet at least once each quarter (being a period of 3 months ending on 31 March, 30 June, 30 September or 31 December) and minutes of all resolutions and proceedings of the Board must be entered into a minute book provided for that purpose (which may be maintained electronically).

(b) The President may at any time, and the Secretary must on the requisition of 3 Directors, convene a Board meeting.

(c) A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

(d) The President is entitled to be the chairperson of Board meetings, but if the President is absent or unable or unwilling to act then the Vice President will chair the Board meeting. If both the President and Vice President are absent or unable or unwilling to act, the Directors present must elect one of their number to chair the Board meeting.

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

19.2 **Notice of Board Meeting**

Each Director must be given reasonable notice of each Board meeting. Actual non-receipt of notice by a Director does not result in a Board meeting being invalid, provided such notice was given.

19.3 **Quorum**

At a Board meeting 5 Directors constitutes a quorum.

19.4 **Continuing Directors**

If there is a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting they may act only:

(a) for the purpose of requesting the members to appoint additional Directors;

(b) to convene a General Meeting; or

(c) to fill casual vacancies on the Board.

19.5 **Voting**

(a) Subject to this constitution, a resolution at a Board meeting must be passed by a majority of the votes cast by the members present and entitled to vote on the resolution. The chairperson will have a casting vote in the case of an equality of votes.

(b) Notwithstanding anything in this constitution but subject to the Corporations Act and the Registered Clubs Act, the Board may allow any Director entitled to vote at a meeting of the Board to cast that vote electronically.

19.6 **Written Resolution**

(a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs. An electronic signature by a Director will be acceptable for this purpose unless otherwise provided by law.

(b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

19.7 **Attendance of Non-Directors**

The President or a majority of the Directors may request the attendance at any Board meeting of any person who in their opinion may be able to assist the Board in any matter under consideration.

19.8 **Procedure at Board Meetings**

Subject to this constitution and the Corporations Act, the procedure to be followed at a Board meeting will be as the Board decides.

20 Director's duties and interests

20.1 **Duty to disclose Material Personal Interests**

(a) For the purposes of this rule 20, a Director has a Material Personal Interest in a matter that relates to the affairs of the Club if that Director would be considered to have a Material Personal Interest under the Corporations Act.

(b) Unless the Corporations Act says otherwise, a Director who has a Material Personal Interest in a matter that relates to the affairs of the Club must, at a Board meeting as soon as practicable after the Director's appointment or after the Director becomes aware of their interest in the matter (whichever is later), give the other Directors notice of the interest which must include details of:

(i) the nature and extent of the interest;

(ii) the relation of the interest to the affairs of the Club; and

(iii) any other information the Director is required to disclose under the Corporations Act.

(c) A Director does not need to give notice of an interest under rule 20.1(b) if he or she is not required to do so under the Corporations Act.

(d) A Director who is required to disclose a Material Personal Interest to the Club under this constitution or the Corporations Act must ensure that the nature and extent of the interest is tabled at a Directors' meeting and recorded in the minutes of that meeting.

20.2 **Effect of Director having a Material Personal Interest**

Each Director must comply with the Corporations Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a Material Personal Interest.

20.3 **Standing disclosure**

A Director may disclose a Material Personal Interest in the form of a standing notice to the other Directors with ongoing effect in accordance with the Corporations Act.

20.4 **Director's interests in contracts**

A Director will not be disqualified from contracting with the Club or be liable to account to the Club for any profit realised by any such contract, provided that the relevant procedure for approval of the contract under the Registered Clubs Accountability Code must be followed.

21 Secretary

Only 1 Secretary will be appointed by the Board at any time, and the Secretary will hold office on such terms and conditions (including as to remuneration) as the Board determines.

22 Selectors

22.1 **Eligibility**

(a) Subject to rule 22.1(b) and rule 22.1(c), a person is eligible to be nominated for or elected to the position of Selector if they are:

(i) a Full Bowling member;

(ii) a Life member; or

(iii) an employee of the Club who is also a financial Full Bowling member.

(b) A Full Bowling member, Life member or an employee of the Club who is also a Full Bowling member is eligible to be nominated for or elected to the position of Selector if:

(i) they have been a Full member for a continuous period of 3 years; and

(ii) they are financial,

at the date of such nomination, election or appointment (as the case may be).

(c) A member is not eligible to be nominated for or elected to the position of Selector if that person is currently under suspension at the date of such nomination or election (as the case may be).

22.2 **Number of Selectors**

There shall be 3 Selectors who shall be elected at the Annual General Meeting and who shall hold office for the ensuing year.

22.3 **Nomination for position of Selector**

(a) Nominations for the position of Selector must be:

(i) made in writing in the form prescribed by the Board;

(ii) state that the nominee is being nominated for the position of Selector;

(iii) signed by:

(A) if the nominee is an employee of the Club who is also a financial Full Bowling member, the Secretary; or

(B) if the nominee is a member of the Club, 2 members, each of whom must:

(I) be a financial Full Bowling member or a Life member;

(II) have been a member of the Club for at least 12 months; and

(iv) signed by the candidate (who must signify their consent to the nomination).

(b) Completed nomination forms must be delivered to the Secretary between 9am on the day which is 42 days before the date of the AGM, and 6pm on the day which is 35 days before the date of the Annual General Meeting.

(c) The Secretary will cause the posting of notifications of nomination on the Noticeboard. The position on the Noticeboard(s) or screen, and information provided to members under this rule 22.3(c), will be drawn by lot, provided that the Secretary may refuse to publish any material which is incorrect, misleading, offensive, or publication of which would breach any law.

(d) The Returning Officer may determine if any member is eligible to be nominated for the position of Selector or to vote in the election of the Selectors, and the Returning Officer's decision is final.

22.4 **Election of Selectors**

(a) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated must be declared elected at the Annual General Meeting.

(b) If the number of candidates nominated exceeds the number required to be elected, a ballot must be held as follows:

(i) The ballot for the number of positions as Selector up for election in that year will take place between the hours of 4pm and 7pm on the Friday and 11am and 4pm on the Saturday two (2) weeks before the Annual General Meeting, such that voting will close at 4pm on the Saturday which is two (2) weeks before the Annual General Meeting.

(ii) The position of candidates' names on the ballot will be drawn by lot.

(iii) The Secretary will give members entitled to vote in the Selector election at least 21 days' written notice setting out the dates and times at which votes may be cast. This notice may be included with, or in, the notice of Annual General Meeting.

(iv) A polling booth is to be provided in an area of the Licensed Premises designated by the Board, for members to cast their votes between the hours of 4pm and 7pm on the Friday and 11am and 4pm on the Saturday during the voting period in rule 17.5(b)(i). Alternatively, votes may be cast during those times by any electronic voting method determined by the Board by by-law.

(v) A member will only be permitted to vote if the Returning Officer, or their duly appointed delegate, determines that the member is eligible to do so under this constitution.

(vi) A member shall vote for at least 1 candidate, and not more candidates than the total number of positions of Selector up for election in that year, by:

(A) using either a cross (x), a tick (✓) or numbers (from 1 up to the maximum number of permitted candidates in that year) in the squares opposite the names of the candidates the member wishes to vote for; or

(B) using any electronic voting method determined by the Board by by-law,

and any vote which does not meet the requirements of this rule will be informal and will not be counted. The Returning Officer's decision as to whether a vote has been validly cast is final.

(vii) After the close of the ballot, the Returning Officer assisted by scrutineers appointed by the Board will count all votes properly cast. Each candidate is entitled to appoint an observer (who must not be a candidate) to be present during the count. An observer is not entitled to take part in the count or question the actions or decisions of the Returning Officer or scrutineers.

(viii) Selectors are elected by the 'first past the post' system. If there is an equal number of votes for candidates for the last vacancy to be filled in the election of Selectors, then the Returning Officer (or their duly appointed delegate) shall determine by lot the candidate elected at the Annual General Meeting and the candidate whose name is drawn first will be declared elected.

(ix) The Returning Officer (or their duly appointed delegate) will declare the result of the ballot at the Annual General Meeting.

(c) If insufficient nominations are received for the number required to be elected, nominations may, with the consent of the nominee, be made verbally at the Annual General Meeting for the remaining vacancies. If the number of candidates so nominated exceeds the number required to be elected, a ballot must be held at the Annual General Meeting in accordance with the directions of the Returning Officer.

22.5 **Role of Selectors**

(a) The Selectors shall select players from the eligible members to constitute the teams entered by the Club in the pennant competition of Bowls New South Wales (or if that association ceases to exist, to any organisation that replaces it).

(b) To enable the Selectors to properly select the necessary players, they shall arrange for trial games with other clubs' pennant teams prior to the commencement of such pennant competition.

23 Bowls Secretary

In addition to the Bowls Secretary's duties as a member of the Board, the Bowls Secretary shall:

(a) arrange for the holding of all Club championship games and, in each case, prepare the draw thereof;

(b) arrange all social games of bowls both within the Club and with other bowling clubs;

(c) advise members when they are drawn or selected to play;

(d) where practicable, organise transport for members selected to play away from the Club;

(e) where practicable, assist the Selectors to assess the playing capabilities of members by playing them in positions specified by the Selectors; and

(f) generally, ensure that the members have as comprehensive facilities for the playing of bowls as the Club can provide.

24 General Meetings

24.1 Annual General Meeting

A General Meeting called the Annual General Meeting must be held at least once in every calendar year at such time and place as may be determined by the Board but within 5 months of the end of the Club's financial year. The Annual General Meeting shall be held on a Sunday, unless the Board determines that it is not reasonably practicable to do so. All General Meetings other than Annual General Meetings shall be called General Meetings.

24.2 General Meetings

(a) The Board may convene a General Meeting whenever it considers fit.

(b) The members may request the Board to call a General Meeting in accordance with Section 249D of the Corporations Act.

(c) The members may call a General Meeting only in accordance with Section 249E or Section 249F of the Corporations Act.

(d) A General Meeting convened by the Board may be postponed or cancelled at any time before the day of the meeting by the Board as it may determine.

(e) A General Meeting called by the Board on the request of the members may be cancelled by the Board at any time before the day of the meeting, on the request of those members. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

(f) A General Meeting called by the members in accordance with the Corporations Act, may be cancelled by those members so notifying the Club in writing at least 14 days prior to the date for which the General Meeting has been called. Those members must pay the expenses of the cancellation unless the Board determines otherwise.

24.3 Notice

(a) At least 21 days' notice specifying the place, day and hour of a General Meeting and in the case of special business the general nature of that business must be given to all members entitled to attend and vote at that General Meeting.

(b) A General Meeting will not be invalidated by reason only of the accidental omission to give notice of the meeting to or the non-receipt of the notice of the meeting by any

member, unless the Court on application of the member concerned or any other member entitled to attend the meeting, or the Australian Securities and Investments Commission, declares proceedings at the meeting invalid.

24.4 **Quorum**

(a) No business shall be conducted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is:

(i) for a General Meeting which is called by, or upon the request of, members, 5% or 100 (whichever is less) members present and entitled to vote; and

(ii) for any other General Meeting and the Annual General Meeting, not less than 20 members who are present and entitled to vote.

(b) If within 15 minutes from the time appointed for any General Meeting a quorum is not present:

(i) If the meeting has been convened upon by or the request of members, the meeting is dissolved.

(ii) In any other case the meeting will stand adjourned to:

(A) the same day in the next week at the same time and place; or

(B) to another day, time and place determined by the Board, but such period shall be less than 1 month.

(c) If a quorum is not present at a General Meeting resumed after an adjournment under rule 24.4(b)(ii), the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.

24.5 **Proceedings**

(a) The business of the Annual General Meeting may include any of the following, even if not referred to in the notice of Annual General Meeting:

(i) the consideration of the annual financial report, Directors' report and auditor's report;

(ii) the election of Directors;

(b) The President is entitled to be the chairperson at every General Meeting. If the President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the Vice President will act as chairperson. If the Vice President is not present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, then the members present will elect a Director or 1 of their number to be chairperson of the meeting.

(c) Every question submitted to a General Meeting will be decided by a show of hands (unless a poll is demanded by the chairperson or by not less than 5 members) and the chairperson of the meeting shall have a casting vote in the case of an equality of votes whether on show of hands or on a poll.

(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.

(e) A poll demanded on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chairperson directs. A

poll on the election of a chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.

(f) The chairperson of a General Meeting may with the consent of the meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a General Meeting is adjourned:

(i) only unfinished business is to be transacted at a General Meeting resumed after an adjournment;

(ii) a resolution passed at a General Meeting resumed after an adjournment will be deemed to be passed on the date when it was in fact passed, and will not be deemed to have been passed on any earlier date; and

(iii) new notice of the resumed meeting must be given only if the General Meeting is adjourned for 1 month or more.

(g) Minutes of all resolutions and proceedings at General Meetings must be entered within 1 month of the meeting in the book provided for that purpose. Such minutes must be signed by the chairperson of the meeting to which it relates or by the chairperson of the next meeting. A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

(h) Notwithstanding anything in this constitution but subject to the Corporations Act and the Registered Clubs Act, the Club may hold a meeting (including any General Meeting) of the Club at which all or some persons can attend by electronic means, provided that:

(i) any person who speaks at the meeting can be heard by other persons in attendance; and

(ii) if a General Meeting, members as a whole have a reasonable opportunity to participate in the General Meeting.

24.6 **Voting**

(a) Each member who is entitled to vote shall have 1 vote.

(b) Voting by proxy is not allowed:

(i) at any election of the Board;

(ii) at any meeting of the Board or of a committee of the Board; or

(iii) at any General Meeting.

(c) A challenge by a member to another member's right to vote at a General Meeting:

(i) may only be made at the meeting; and

(ii) must be determined by the chairperson, whose decision is final.

(d) Notwithstanding anything in this constitution but subject to the Corporations Act and the Registered Clubs Act, the Board may allow any member entitled to vote at a meeting (including a General Meeting) of the Club to cast that vote electronically.

25 Accounts and audit

25.1 **Financial year**

The financial year of the Club shall commence on the first day of July and end on the last day of June in the following year or, subject to the Corporations Act, be for such other period as the Board may determine.

25.2 **Keeping accounts**

The Board must cause the Club to keep written financial records that:

(a) correctly record and explain its transactions and financial position and performance;

(b) would enable true and fair financial statements to be prepared and audited.

25.3 **Right of Access**

A Director has a right of access to financial records of the Company at all reasonable times and after providing reasonable notice.

25.4 **Financial Report**

If required by the Corporations Act, the Board must cause the Club to prepare a financial report and a Directors' report that comply with the Corporations Act and must report to the members in accordance with the Corporations Act.

25.5 **Audit**

If required by the Corporations Act, the Board must cause the Club's financial report for each financial year to be audited and obtain an auditor's report.

26 Executing documents

26.1 **Common Seal**

(a) The Club will not have a common seal unless the Board resolves to adopt one. Any common seal adopted by the Board may only be used with the authority of the Board.

(b) The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

(i) by 2 Directors;

(ii) by 1 Director and the Secretary; or

(iii) by any other way resolved by the Board.

26.2 **Signing documents**

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

(a) 2 Directors; or

(b) 1 Director and the Secretary.

26.3 **No limitation**

Nothing in this rule 26 limits the manner in which a document may be lawfully executed by or on behalf of the Club.

27 Notices

27.1 Giving a notice

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

(a) personally;

(b) by sending the notice by post to the address of the member recorded for that member in the register;

(c) by sending the notice to the electronic address recorded for that Member by the Club; or

(d) by notifying the Member via physical or electronic communication that the notice is available and how it may be accessed electronically (in accordance with the Corporations Act and the Registered Clubs Act).

27.2 When notice is given

(a) Where a notice is sent by post it is taken to be given:

(i) in the case of a notice convening a meeting, on the day after the day on which the notice was posted; or

(ii) in any other case, 3 days after the notice was posted.

(b) Where a notice is sent by electronic means, the notice is taken to have been given on the day after it was sent.

(c) Where notice is given under rule 27.1(d), the notice is taken to be given on the day after the day on which the member is notified that the notice is available.

28 Indemnity and insurance

28.1 Indemnity

Subject to the Corporations Act, the Club may, to the extent the person is not otherwise indemnified, indemnify every officer (as defined in the Act) of the Club against a liability incurred by that person as an officer of the Club:

(a) to a person other than the Club (including a liability incurred as a result of appointment or nomination of the Club or subsidiary as a trustee or as an officer of another corporation) unless the liability arises out of conduct involving a lack of good faith or is for a pecuniary penalty order or compensation under the Corporations Act; and

(b) for costs and expenses incurred by the officer in defending civil or criminal proceedings except as prohibited under section 199A of the Corporations Act or otherwise by law.

28.2 Insurance

Subject to the Corporations Act, the Club may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Corporations Act.

28.3 Former Officers

An indemnity in favour of officers under rule 28.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Club, even if the person is not an officer at the time the claim is made.

29 Amendments to constitution

This constitution may be varied or amended by Special Resolution. Financial Full Bowling members and Life members are entitled to vote on the Special Resolution.