

CORPORATIONS ACT

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

CONSTITUTION of THE NEUTRAL BAY CLUB ACN 000 012 028

NAME

1. The name of the company is "The Neutral Bay Club".

DEFINITIONS

2. In this Constitution, unless there is something in the subject matter or context inconsistent therewith:

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

"the Board" means the members for the time being of the Board of Directors of the Club.

"By-law" means and includes a regulation.

"the Club" means The Neutral Bay Club.

"the Club Notice Board" means a board or boards designated as such within the Club's premises on which notices for the information of members are posted.

"Constitution" means and includes Rules.

"Director" means a member of the Board.

"financial member" means any Full Member who has paid all money payable by him or her to the Club by the due date for payment thereof.

"Full Member" means a person who is an Ordinary Member or a Life Member of the Club.

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

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

provision may be amended in that legislation.

"*General Meeting*" includes Annual General Meeting.

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

"*month*" means calendar month.

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

"*officer*" means an officer as defined in the Act.

"*Ordinary Member*" means a member of the Club other than a Life Member, Honorary Member, Temporary Member, Limited House Member or Provisional Member.

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

"*Seal*" means the common seal of the Club.

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

"*Special Resolution*" has the same meaning as in the Act.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of this Constitution, or on any By-laws or regulations of the Club made pursuant to this Constitution or on any matter arising therefrom, is conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
4. Words indicating the singular number include the plural number and vice versa. Words indicating the masculine gender include the feminine gender and vice versa.

REQUIREMENTS OF THE ACT AND THE REGISTERED CLUBS ACT

5. The "replaceable rules" contained in the Act are hereby excluded and do not apply to the Club except in so far as they are repeated or contained in this Constitution.
6. The Club is established for the objects set out in this Constitution.
7.
 - (a) The Club is a non-proprietary Club and is primarily devoted to sporting purposes.
 - (b) Subject to the provisions of Sections 10(6) and 10(6A) of the Registered Clubs Act, a member of the Club, whether or not the person is a member of the Board, or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every Full Member of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, is not entitled, under the rules of the Club or otherwise, to derive, directly or

indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act, or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

- (d) The Secretary, or an employee, or a member of the Board or of any committee, of the Club, is not entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

8.

- (a) 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 member of the Board.
- (b) Any profits or other income of the Club must be applied only to the promotion of the objects of the Club and must not be paid to or distributed among the members of the Club.

9.

- (a) Liquor must not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years must not use or operate poker machines or any other forms of gaming devices on the premises of the Club.
- (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from any such receipts.
- (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

10. Voting by proxy is not permitted:

- (a) at any election of the Board;
- (b) at any meeting of the Board or of a committee of the Club; or
- (c) at any General Meeting.

OBJECTS

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

- (a) To enter into an agreement with the Neutral Bay Lawn Tennis Club to take over all assets and liabilities of that Club and to provide for the admission of members of that Club and any other persons who may be elected as members in accordance with this Constitution.

- (b) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, rights, privileges or easements or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell, demise, mortgage, give in exchange or otherwise dispose of the same or any part or parts thereof respectively.
- (c) To promote and encourage sport and games, especially tennis and bowls, but also other games, amusements and entertainments to better ensure healthy recreation and social intercourse and good fellowship in such manner and to such an extent as the Club may deem expedient.
- (d) To construct and maintain tennis courts, bowling greens, lawns and grounds and to construct, alter, enlarge, remodel, renovate, furnish and maintain clubhouse premises, pavilions and other buildings, including caretakers and other employees quarters, and otherwise provide accommodation and conveniences for the carrying on and conduct of the Club as the Club may from time to time determine.
- (e) To lease the grounds of the clubhouses and premises or any part thereof or any rights or privileges in connection therewith to any person or persons, company or companies, or body or bodies of persons upon such terms and conditions generally as the Club may determine.
- (f) To promote, conduct and carry out any sports, tournaments or amusements or to co-operate with any club or clubs, person or body or bodies of persons in establishing conducting and carrying out the same and to offer, give or support dinners, balls, concerts or other entertainments social or otherwise.
- (g) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the clubhouse and premises.
- (h) To sell the property and undertaking of the Club or any part thereof to any company or companies, person or body or bodies of persons for such consideration as the Club may think fit and in particular for cash and fully paid-up shares or partly paid-up shares or partly paid-up or contributing shares, debentures or other securities of any other club having objects altogether or in part similar or dissimilar to those of the Club.
- (i) To borrow or raise and secure the payment of money in such manner as the Club thinks fit and in particular by the issue of debentures or debenture stock perpetual or otherwise, charged upon all or any of the Club's property both present and future or by bank overdraft, mortgage, bill of sale or otherwise and to purchase, redeem or pay off any such securities.
- (j) To accumulate a reserve fund out of the income or otherwise for the purposes of the Club and to appropriate the same or any part thereof or any of the Club's assets to specific purposes.
- (k) To invest or deal with the money of the Club not immediately required in such manner as may from time to time be determined.
- (l) To make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, debentures or other negotiable or transferable securities.
- (m) To enter into partnership or into any arrangement for union of interests, co-operation, reciprocal concession or otherwise with any company, association or club whether incorporated or not carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Club and to lend money to guarantee the contracts of or otherwise assist any such company, association or club and to sell, re-issue with or without guarantee or otherwise dispose of the same.

- (n) To amalgamate with any other company, association or club having objects altogether or in part similar to the Club.
 - (o) To apply for and obtain any Act or sanction of Parliament for enabling the Club to carry any of its objects into effect or for effecting any modification or alteration in the Club's Constitution.
 - (p) To establish as far as may be lawful a fund to be invested in trustees to enable debentures held by deceased or retiring or expelled members to be redeemed likewise in connection with debentures held by members above their average quota to better ensure the equal distribution of the debentures amongst the members of the Club.
 - (q) To do all such other acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them.
And it is hereby declared that in the interpretation of this Rule the meaning and effect of any object is not restricted by any other object and that each object is to be construed and have effect as an independent power and that this Rule is to be construed so as to widen and not restrict the powers of the Club.
12. The income and property of the Club, howsoever derived, must be applied solely towards the promotion of the objects of the Club as set forth in this Constitution 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. Provided that nothing herein prevents the payment in good faith of interest to any such member in respect of 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. Provided further that no member of the Board or of any committee is to be appointed to any salaried office of the Club or any office of the Club paid by fees while still a member of the Board or of that committee. Provided further that no remuneration is to be given by the Club to any member of the Board or of any committee; except that nothing herein is to be construed as preventing 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 demised to the Club.

WINDING UP

13. The liability of the members of the Club is limited.
14. 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 the Club, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$4.
15. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same must not be paid to or distributed among the members of the Club but must be given up or transferred to some other institution or institutions that is or are carried on predominantly for the encouragement of a game or sport and which has or have objects similar to the objects of the Club and which 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 this Constitution hereof; such institution or institutions to be determined

by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

MEMBERSHIP

16. The number of Full Members of the Club must not exceed the maximum number permissible under the Registered Clubs Act.
17. A majority of Full Members of the Club must at all times have the right to vote at the election of the Board.
18. A person must not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member, Limited House Member or Provisional Member.
19. All classes of membership are open to both sexes.
20. A person who is under the age of 18 years must not be admitted to any class of Ordinary membership other than Junior Tennis membership, or Junior Bowling membership.
21. Unless and until otherwise determined by the Board, the classes of Ordinary membership are:
 - (a) Full Tennis Member
 - (b) Morning Tennis Member
 - (c) Junior Tennis Member
 - (d) Student Tennis Member
 - (e) Young Adult Tennis Member
 - (f) Senior Tennis Member
 - (g) Social Tennis Member
 - (h) Country Tennis Member
 - (i) Full Bowling Member
 - (j) Junior Bowling Member
 - (k) Student Bowling Member
 - (l) Young Adult Bowling Member
 - (m) Social Bowling Member
 - (n) Country Bowling Member
 - (o) House Member
 - (p) Associate Bowling Member
22. The persons who at the date of the Special Resolution adopting this Constitution are entered in the Register of Members of the Club and such other persons as the Board admits to membership in accordance with this Constitution are the members of the Club. On and from that date, the persons entered in the Register of Members in the class of membership appearing in the left hand column below headed "Present Class" will be transferred to the corresponding class of membership appearing in the right hand column below headed "New Class":

Present Class	New Class
Life Members	Life Members
Full Tennis Members	Full Tennis Members
Mid Week Tennis Members	Morning Tennis Members or Social Tennis Members

Sunday Tennis Members	Morning Tennis Members or Social Tennis Members
Junior/ Student Tennis Members	Junior Tennis Members or Student Tennis Members
Bowling Members	Full Bowling Members
Associate Bowling Members	Associate Bowling Members
Junior/ Student Bowling Members	Junior Bowling Members or Student Bowling Members
Country Members	Country Tennis Members or Country Bowling Members
House Members	House Members
Special Members	Special Members
Restricted Members	Restricted Members
	Senior Tennis Members
	Young Adult Tennis Members
	Young Adult Bowling Members
	Limited House Members
	Social Tennis Members

ORDINARY MEMBERSHIP

23. The requirements for eligibility of persons for election or transfer to the following classes of Ordinary membership are:
- (a) **Full Tennis Members**
 - (i) A Full Tennis Member is any person who has attained the age of 18 years and has been duly elected or transferred to Full Tennis membership.
 - (ii) A Full Tennis Member is entitled to play tennis and to all the social privileges and amenities of the Club.
 - (iii) If a Full Tennis Member pays the affiliation fee applicable to Bowling membership, then that person will also be counted as a Bowling Member for the purposes of this Constitution.
 - (b) **Morning Tennis Members**
 - (i) A Morning Tennis Member is any person who has attained the age of 18 years and has been duly elected or transferred to Morning Tennis membership.
 - (ii) A Morning Tennis Member is entitled to play tennis on any day except Saturday but only before 12pm.
 - (iii) A Morning Tennis Member is entitled to the House Members' discount on Court hire and is entitled to all the social privileges and amenities of House Members.
 - (c) **Junior Tennis Members**
 - (i) A Junior Tennis Member is any person who has not attained the age of 18 years and who has been duly elected to Junior Tennis membership.
 - (ii) A Junior Tennis Member will not have any voting rights and will not be eligible to be nominated for, elected to or hold office on the Board.
 - (iii) Subject to any restrictions imposed due to any applicable Act (including but not limited to the Registered Clubs Act, Liquor Act and Gaming Machines Act), a Junior Tennis Member will have the same playing rights and access to the tennis facilities as a Full Tennis Member.
 - (iv) A Junior Tennis Member will be eligible to nominate one parent or guardian to be considered for election as a House Member and the Board will determine the parent's or guardian's application for House membership in accordance with this Constitution. A successful parent or guardian applicant for House membership pursuant to this clause will not pay an additional fee for the House membership.
 - (d) **Student Tennis Members**
 - (i) A Student Tennis Member is any person who has attained the age of 18 years and is less than 21 years of age or anyone who has attained the age of 18 years and is a full-time student at a recognised tertiary or other educational institution, and has been duly elected to Student Tennis membership.
 - (ii) The Board may from time to time determine the educational and tertiary institutions which it will recognise for the purposes of sub-paragraph (i).
 - (iii) A Student Tennis Member will have all the rights, entitlements and privileges of a Full Tennis Member.

(e) Young Adult Tennis Members

- (i) A Young Adult Tennis Member is any person between the ages of 21 and 25 years and who is not a full time student in an educational institution, and has been duly elected into the Young Adult Tennis Membership.
- (ii) A Young Adult Tennis Member will have all the rights, entitlements and privileges of a Full Tennis Member.

(f) Senior Tennis Members

- (i) A Senior Tennis Member is any person over the age of 65 years, and who has been duly elected into Senior Tennis membership.
- (ii) A Senior Tennis Member will have all the rights, entitlements and privileges of a Full Tennis Member.

(g) Country Tennis Members

- (i) A Country Tennis Member is any person who has attained the age of 18 years and whose permanent residency is outside an 80km radius of the Club and who has been duly elected to Country Tennis Membership.
- (ii) A Country Tennis Member will have all the rights, entitlements and privileges of a Full Tennis Member.
- (iii) A Country Tennis Member must apply in writing to the Board to transfer to another class of Ordinary membership within 3 months of consecutive residence within the 80 kilometre radius, otherwise his or her membership of the Club will terminate at the end of those 3 months.

(h) Social Tennis Members

- (i) A Social Tennis Member is any person who has attained the age of 18 years and who has been duly elected into the Social Tennis Membership.
- (ii) A Social Tennis Member may not play on Saturday afternoons (unless they are playing in the Club Championships) and will not be entitled to play in the Sydney Badge competitions or NSTA competitions.
- (iii) A Social Tennis Member may play in the Club's annual Club Championships.
- (iv) Except as set out above, a Social Tennis Member may otherwise enjoy the rights, entitlements and privileges of a Full Tennis Member.

(i) Full Bowling Members

- (i) A Full Bowling Member is any person who has attained the age of 18 years and has been duly elected or transferred to Full Bowling membership.
- (ii) A Full Bowling Member is entitled to play bowls and to all the social privileges and amenities of the Club.
- (iii) A female Full Bowling Member will be a member of the Neutral Bay Women's Bowling Club.

(j) Junior Bowling Members

- (i) A Junior Bowling Member is any person who has not attained the age of 18 years and has been duly elected or transferred to Junior Bowling membership.
- (ii) A Junior Bowling Member will not have any voting rights and will not be eligible to be nominated for, elected to or hold office on the Board.
- (iii) Subject to any restrictions imposed due to any applicable Act (including but not limited to the Registered Clubs Act, Liquor Act and Gaming Machines Act), a Junior Bowling Member will have the same playing rights and access to the bowling facilities as a Full Bowling Member.
- (iv) A Junior Bowling Member will be eligible to nominate one parent or guardian to be considered for election as a House Member and the Board will determine the parent's or guardian's application for House membership in accordance with this Constitution. A successful parent or guardian applicant for House membership pursuant to this clause will not pay an additional fee for the House membership.

(k) Student Bowling Members

- (i) A Student Bowling Member is any person who has attained the age of 18 years and is less than 21 years of age or anyone who has attained the age of 18 years and is a full-time student at a recognised tertiary or other educational institution, and has been duly elected to Student Bowling membership.
- (ii) The Board may from time to time determine the educational and tertiary institutions which it will recognise for the purposes of sub-paragraph (i).
- (iii) A Student Bowling Member will have all the rights, entitlements and privileges of a Full Bowling Member.

(l) Young Adult Bowling Members

- (i) A Young Adult Bowling Member is any person between the ages of 21 and 25 years and who is not a full time student in an educational institution, and has been duly elected into the Young Adult Bowling Membership.
- (ii) A Young Adult Bowling Member will have all the rights, entitlements and privileges of a Full Bowling Member.

(l) Country Bowling Members

- (i) A Country Bowling Member is any person who has attained the age of 18 years and whose permanent residency is outside an 80km radius of the Club and who has been duly elected to Country Bowling Membership.
- (ii) A Country Bowling Member will have all the rights, entitlements and privileges of a Full Bowling Member.
- (iii) A Country Bowling Member must apply in writing to the Board to transfer to another class of Ordinary membership within 3 months of consecutive residence within the 80 kilometre radius, otherwise his or her membership of the Club will terminate at the end of those 3 months.

(m) Social Bowling Members

- (i) A Social Bowling Member is any person who has attained the age of 18 years and who has been duly elected into the Social Bowling Membership.

(ii) A Social Bowling Member may not play in any Pennant competitions, Pennant Practice matches or Club Championships except for Mixed Club championships (which a Social Bowling Member can play in).

(iii) A Social Bowling Member may play in any Club social carnivals or social games.

(iv) A Social Bowling Member is entitled to House Membership benefits and privileges.

(n) Associate Bowling Members

(i) An Associate Bowling Member is any person who has attained the age of 18 years and who has been duly elected into the Associate Bowling Membership.

(ii) An Associate Bowling Member must be a current registered member of another bowling club affiliated with or registered with (as the case may be) the Royal New South Wales Bowling Association or New South Wales Women's Bowling Association.

(iii) An Associate Bowling Member may not play in any Pennant competitions, Pennant Practice matches or the Club Championships for the Club, unless specifically approved by and subject to any terms imposed by the Board.

(iv) An Associate Bowling Member may not play on Saturdays, unless specifically approved by and subject to any terms imposed by the Board.

(v) An Associate Bowling Member will not have any voting rights and will not be eligible to be nominated for, elected to or hold office on the Board.

(vi) Except as set out above, an Associate Bowling Member is entitled to House Membership benefits and privileges.

(o) House Members

(i) A House Member is any person who has attained the age of 18 years and has been duly elected or transferred to House membership.

(ii) A House Member is not entitled to play bowls or tennis but is entitled to all the social privileges and amenities of the Club.

(iii) A House Member will not have any voting rights and will not be eligible to be nominated for, elected to or hold office on the Board until that person has at least 3 years continuous Ordinary membership of the Club.

(p) Special Members

(i) A Special Member is any person who has attained the age of 18 years, is deserving of special recognition as defined by the Board and has been duly elected or transferred to Special membership.

(ii) A Special Member is entitled to all the social privileges and amenities of the Club.

(q) Restricted Members

(i) A Restricted Member is any person who has attained the age of 18 years and has been duly elected or transferred to Restricted membership.

(ii) A Restricted Member is entitled only to the limited privileges and amenities of the Club as prescribed by the Board from time to time.

LIMITED HOUSE MEMBERSHIP

- (i) A Limited House Member is any person who has attained the age of 18 years and has been duly elected into the Limited House Membership.
- (ii) A Limited House Member will enjoy the same benefits and privileges as a House Member except that a Limited House Member will not have any voting rights and will not be eligible to be nominated for, elected to or hold office on the Board at any time.

LIFE MEMBERSHIP

24.

- (a) A Life Member means any member who on account of meritorious service to the Club is elected as a Life Member of the Club.
- (b) A Life Member will be elected as such in the following manner:
 - (i) Any member may by letter to the Secretary nominate a member who in the opinion of the member nominating is entitled to be considered for Life membership.
 - (ii) If the Board considers that such member is eligible for election as a Life Member, the Board will recommend the election of the member as a Life Member at the next General Meeting. The notice convening the General Meeting will include a notice of the Board's recommendation of that member for election as a Life Member.
 - (iii) The resolution for the election of the member as a Life Member requires a three-quarters majority affirmative vote of the members present and voting at the General Meeting.
- (c) A Life Member will not be obliged to pay any entrance fee or subscriptions.

RIGHTS OF MEMBERS

- 25. A Life Member has all the entitlements, rights and privileges of a Full Tennis Member or Full Bowling Member.
- 26. Only financial members in the classes of Full Tennis membership, Morning Tennis membership, Student Tennis membership, Young Adult Tennis Membership, Senior Tennis Membership, Country Tennis Membership, Social Tennis Membership, Full Bowling membership, Student Bowling Membership, Young Adult Bowling Membership, Country Bowling Membership, Social Bowling Membership, House membership and Special membership will be entitled (subject to any further restrictions in this Constitution) to attend and to vote at any General Meeting.
- 27. Each member who is entitled to vote has one vote, but cannot vote by proxy.
- 28.
 - (a) The rights of members to use the facilities and amenities of the Club are as the Board may determine from time to time by By-law or otherwise.
 - (b) Without limiting the general powers of the Board referred to in paragraph (a), 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 from time to time); or
 - (ii) the Club's responsible service of gaming policy (as adopted and amended by the Board

from time to time).

HONORARY MEMBERSHIP

29. The following persons may be admitted as Honorary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) the Patron or Patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary.
- 30.
- (a) Honorary Members may be relieved by the Board of any obligation or liability with respect to the payment of entrance fees and subscriptions.
 - (b) Honorary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but 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.
 - (c) The Board has power to cancel the membership of any Honorary Member without notice and without being required to give reason.
 - (d) When Honorary membership is conferred on any person, the following particulars must be entered in the Club's Register of Honorary Members:
 - (i) the name in full, or the surname and initials, of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERSHIP

31. The following persons may be admitted as Temporary Members of the Club in accordance with procedures established by the Board from time to time:
- (a) a person whose ordinary place of residence in New South Wales is at least 5 kilometres from the Club's premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution;
 - (b) a full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (c) a full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
 - (d) an interstate or overseas visitor.
32. (a) Temporary Members are not required to pay an entrance fee or subscription, but may

be required to pay a Temporary membership fee as determined by the Board from time to time.

- (b) Temporary Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but 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.
- (b) 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.
- (c) A person under the age of 18 years must not be admitted as a Temporary Member of the Club, other than pursuant to Rule 31(c).
- (d) When a Temporary Member (other than a Temporary Member admitted pursuant to Rule 31(c)) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
 - (i) the name in full, or the surname and initials, of the Temporary Member;
 - (ii) the residential address of the Temporary Member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary Member.

PROVISIONAL MEMBERSHIP

- 33. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with this Constitution seeking membership of the Club and pays to the Club the entrance fee (if any) and subscription appropriate to the class of Ordinary membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional Member not be elected to membership of the Club within 6 weeks from the date of depositing the nomination form at the Office or should that person's application for membership be refused (whichever is the earlier), that person will cease to be a Provisional Member and the entrance fee (if any) and subscription submitted with the nomination form will be returned to that person.
- (c) If the Board approves the application for 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.
- (d) Provisional Members are entitled only to those facilities and amenities of the Club as determined by the Board from time to time, but 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.

ELECTION OF MEMBERS

- 34. 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 majority of the Directors present and voting, the names of those Directors present and voting at that meeting being recorded by the Secretary.

35. The powers of the Board in relation to the election or transfer of members may be exercised by an election committee appointed by the Board, except in relation to an application for membership by any person who has been previously expelled from the Club.
36. A candidate for membership of the Club must be proposed by one and seconded by another financial member except a Junior Tennis Member or Junior Bowling Member. The proposer and seconder must also have at least one year's membership standing with the Club.
37. (a) A nomination form must be completed in respect of every application for Ordinary membership. The nomination form will contain such particulars as may be prescribed by the Board from time to time, but must at least include the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club.
- (b) The nomination form must be signed by the proposer, seconder and the candidate.
- (c) The appropriate entrance fee (if any) and subscription may be lodged with the nomination form.
- (d) The nomination form must be deposited at the Office. The Secretary must cause the name and address of the candidate to be displayed on the Club Notice Board or in some other conspicuous place in the Clubhouse for a continuous period of not less than 7 days before the election of the candidate as a member of the Club. An interval of at least 14 days must elapse between the proposal of a candidate for election and the candidate's election.
- (e) If there is a sectional committee for the class of Ordinary membership for which a candidate is proposed, the Secretary will also submit the application to that committee for consideration at its next meeting. The sectional committee will give a written report and recommendation to the Secretary for submission for the Board.
- (f) The Board may defer the application for membership and may request the proposer or seconder to supply further information regarding the candidate as the Board thinks necessary and proper.
- (g) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary will as soon as practicable return to a rejected candidate the amount of the entrance fee (if any) and subscription lodged with the application.
- (h) When the Board has elected a person to membership, the Secretary may cause notice of such election to be given personally or promptly forwarded or posted to that person. The member so elected is deemed to have agreed to be bound by this Constitution and the By-laws from time to time in force.
38. The Board has the power to make By-laws regulating all matters in connection with the election or transfer of a member not otherwise prescribed by this Constitution.

TRANSFER OF MEMBERSHIP

39. (a) The Board or the election committee, at its discretion, may on the written application of a member who has the qualifications for and wishes to become a member of a different class of Ordinary membership, transfer that member from one class to another class and 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) The Secretary will refer any application from a House Member who wishes to

transfer to another class of Ordinary membership to the sectional committee which deals with tennis or bowls, as the case may be. That committee may recommend to the Board that the application be approved or rejected, but the Board will not be bound to act on the recommendation.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

40. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by half-yearly instalments in advance or 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 this Constitution are as prescribed by the Board from time to time.
41. The entrance fees, subscriptions, tournament fees, levies, charges and other amounts payable by members of the Club are such as the Board may from time to time prescribe, provided that the amount payable by Ordinary Members is not less than \$2 per annum or such other minimum amount prescribed from time to time by the Registered Clubs Act.
42. 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 member under any special circumstances that may arise.
43.
 - (a) If a member has not paid the subscription or any part thereof or any other money due to the Club on or before the due date for payment, then the member will cease to be a financial member.
 - (b) Any member who ceases to be a financial member will be immediately disqualified from all of the Club's competitions and promotions in which that member may be participating, and will not be eligible for representative selection.
 - (c) If the member pays any such subscription or other money within 3 months after the due date, that member will again be a financial member.
 - (d) If any such subscription or other money remains unpaid after 3 months from the due date, that person will cease to be a member of the Club. The Secretary will cause a notation to this effect to be made against that person's name in the Register of Members.
44. The Board has power to impose charges and levies on Ordinary Members for general or special purposes.

PATRON

45. The members in General Meeting may appoint one or more Patrons from time to time upon a recommendation being made by the Board to the meeting. Any Patron will (if not a member of the Club) thereby be deemed to be an Honorary Member of the Club and subject to this Constitution will remain an Honorary Member while he or she remains a Patron.

ADDRESSES OF MEMBERS

46. A member must advise the Secretary of any change in his or her address.

REGISTERS OF MEMBERS AND GUESTS

47. The Club must keep the following registers:
 - (a) A register of persons who are Full Members of the Club. This register must set forth

the name in full, the occupation and address of each Full Member and, if the member is an Ordinary Member, the date on which that member last paid the fee for membership of the Club (excluding Life members).

- (b) A register of persons who are Honorary Members.
- (c) A register of persons who are Temporary Members.
- (d) A register of persons of or above the age of 18 years who enter the premises of the Club as guests of members. The register shall set forth in respect of those guests:
 - (i) the name in full or the surname and initials;
 - (ii) the address;
 - (iii) the date on which the entry of the guest's name in the register is made; and
 - (iv) the signature of the member introducing the guest.

DISCIPLINARY PROCEEDINGS

48. If a member refuses or neglects to comply with any of the provisions of this Constitution or the By-laws thereof or is in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or is in the opinion of the Board, guilty of conduct which is unbecoming of a member or which renders the member unfit for membership, the Board has the power to reprimand, suspend from all privileges of membership for such period as it considers fit, expel or accept the resignation of that member and to remove the person's name from the Register of Members, provided that:

- (a) The member must be notified of any charge against that member pursuant to this Rule by notice in writing to the member at least 7 clear days before the meeting of the Board at which such charge is to be heard. The notice must 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.
- (b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing, and is entitled to call witnesses in his or her defence.
- (c) The voting by the Directors present at the meeting will be in such manner as is decided by the Board. No resolution by the Board at the meeting is deemed to be passed unless at least a two-thirds majority of the Directors present vote in favour of that resolution.
- (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, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged.
- (e) After the Board has considered all the evidence put against the member it must 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 must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
- (f) The member charged must be given a further opportunity at the meeting to address the Board

in relation to the penalty appropriate to the charge of which the member has been found guilty.

- (g) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to assign any reason for its decision.
- (h) In the event that a notice of charge is issued to a member pursuant to paragraph (a), the Board has the power to immediately suspend that member from all privileges of membership for a reasonable time until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- (i) 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 3 Directors. A quorum of the disciplinary committee is 3 Directors.

49. (a) In addition to any powers under Section 77 of the Liquor Act, 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 that member from the premises of the Club:

- (i) who in the opinion of the Secretary or the senior employee is then intoxicated, violent, quarrelsome or indecent; or
 - (ii) whose presence on the premises of the Club in the opinion of the Secretary or the senior employee may render the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (iii) who hawks, peddles or sells any goods on the premises of the Club;
 - (iv) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke free;
 - (v) who uses, or has in his or her possession, while on the premises of the Club any substance the Secretary suspects of being a prohibited drug or prohibited plant;
 - (vi) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) The Secretary or the senior employee who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of the suspension and removal of the member. The report must 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 for a reasonable time continue until further notice is given to the member pursuant to Rule 48.

RESIGNATION AND CESSATION OF MEMBERSHIP

50. (a) A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation will take effect from the date on which it is received by the Secretary.
- (b) Every person who ceases to be a member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance fee or subscription or otherwise) upon and by reason of such cessation of membership forfeits all rights as a member of the Club. However, the person remains liable for any subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership and any other money due by that person

at the date of cessation of that person's membership or for which that person is or may become liable under this Constitution.

GUESTS

51. (a) All members other than Junior Tennis Members and Junior Bowling Members have the privilege of introducing guests to the Club. However, Temporary Members who have attained the age of 18 years may only introduce guests who are under the age of 18 years.
- (b) A member must not introduce guests more frequently or in a greater number than may for the time being be provided by By-law, and must not introduce any person as a guest 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 is responsible for the conduct of any guest that he or she may introduce to the Club.
- (d) The Board has power to make By-laws from time to time, not inconsistent with this Constitution or the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (e) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (f) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
- (g) 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.
- (h) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
- (i) the name in full, or the surname and initials of the given names, of the guest;
 - (ii) the residential address of the guest;
 - (iii) the date of that day;
 - (iv) the signature of that member,
- provided that if any entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that Register in respect of that guest if he or she subsequently enters the Club's premises on that day as the guest of that member.

THE BOARD

52. The business and affairs of the Club and the custody and control of its funds and property is to be managed by a Board of 7 Directors consisting of the President and 6 Ordinary Directors.

53.

- (a) Only financial members in the classes of Full Tennis membership, Morning Tennis membership, Young Adult Tennis membership, Student Tennis membership, Senior Tennis membership, Country Tennis membership, Full Bowling membership, Young Adult Bowling membership, Student Bowling membership, Country Bowling membership, House membership and Special

membership are eligible to be nominated for, elected to and hold office on the Board. However, not more than 2 Directors may be House Members.

- (b) In addition to paragraph (a), a member is ineligible to be nominated for election to the Board if that member has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge within the period of 2 years immediately prior to the date determined for the next Annual General Meeting.

54.

- (a) The Directors will hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire but will be eligible for re-election.
- (b) The Directors holding office as at the date of the Special Resolution adopting this Constitution will hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they will retire but will be eligible for re-election.
- (c) A member who, pursuant to this Constitution, is not a financial member or is currently under suspension is ineligible to be nominated for or elected to the Board or to any office or committee or to perform duties as holder of an office or member of any committee, while the member remains not financial or during the period of such suspension. Any member who is already an elected Director of the Club and who is not a financial member or is under suspension will be able to perform only duties as a Director until his or her term of office expires.

55. The election of the Board will be conducted annually in the following manner:

- (a) Forms of nomination for the election of the Board will be supplied by the Secretary on the application of any financial member in the class of Full Tennis membership, Morning Tennis membership, Young Adult Tennis Membership, Student Tennis membership, Senior Tennis Membership, Country Tennis membership, Full Bowling membership, Young Adult Bowling Membership, Student Bowling Membership, Country Bowling membership, House membership or Special membership. Every form of nomination will be signed by the proposer and seconder of the candidate named therein and such candidate will endorse his or her consent on the form of nomination. The proposer, seconder and candidate must all be financial members at the time the nomination form is signed.
- (b) Only financial members in the classes of Full Tennis membership, Morning Tennis membership, Young Adult Tennis Membership, Student Tennis membership, Senior Tennis Membership, Country Tennis membership, Full Bowling membership, Young Adult Bowling Membership, Student Bowling Membership, Country Bowling Membership, House membership and Special membership are entitled to vote at the election of the Board.
- (c) The ballot for the election of the President will be held separately from but at the same time as the ballot for the election of the Directors. The provisions of this Constitution which apply to the nomination and election of the Directors will also apply to the nomination and election of the President. A candidate who has nominated for both the offices of President and Director and is elected as the President will be deemed to have been eliminated from candidature for the office of Director.
- (d) Nominations will open and close at times (being before the date fixed for the Annual General Meeting) prescribed by the Board, provided that the Board must allow a minimum period of 14 days for the receipt of nominations. As soon as practicable after the closing of nominations, the Secretary will, if the number of candidates which has been duly nominated exceeds the number to be elected, send a ballot paper to every member who is entitled to vote at the election.

- (e) The ballot paper will contain instructions as to the method of voting, the number of candidates to be elected, the full names of the candidates in alphabetical order of surname and other matter.
 - (f) The ballot will open and close at times prescribed by the Board, provided that the ballot must be open for a minimum period of 14 days. A ballot box will be placed in the Clubhouse and members may deposit their ballot papers therein during normal Club hours.
 - (g) The Secretary will deposit postal votes in the ballot box as soon as they are received.
 - (h) The Board will appoint 2 Returning Officers who will take charge of the ballot as soon as it has closed. The Returning Officers will count all votes properly recorded and will hand the result thereof to the Chairman of the Annual General Meeting. The Chairman will declare the result at the meeting.
 - (i) The Returning Officers will not disclose the result of the ballot to any person other than the Chairman of the Annual General Meeting.
 - (j) A full number of Directors to be elected will be voted for by each member voting and the ballot paper of any member failing to comply with this paragraph will be null and void.
 - (k) In the case of an equality of votes, the result will be determined in the manner prescribed by the Chairman of the meeting.
56. The Board has the power to make By-laws regulating all matters in connection with the election of the Board not otherwise prescribed by this Constitution.
57. Within twelve months of first being elected to the Board a director of the Club must attend and complete the required training for directors in accordance with Part 4A of the Registered Clubs Regulation 2009 unless such director is exempt from having to undertake such training pursuant to that Regulation or unless there are already two present directors on the Board who have completed the required training.
58. (a) The Board has the power to appoint up to two persons as members of the Board in accordance with the procedures and rights set out in the *Registered Clubs Act Regulation 2015 (NSW)*. The person or persons appointed may be appointed for a term of not more than 3 years, must be an ordinary member of the Club at the time of and for the duration of his or her appointment. The person appointed pursuant to this power is not eligible for re-appointment under this provision at the expiry of their appointment term.
- (b) Where the Board appoints a person as a member of the Board pursuant to clause 58(a), the Club shall cause a notice to be clearly displayed on the Club's premises and on its website within 21 days of the appointment. The notice shall state the reasons for the person's appointment, the person's relevant skills and qualifications, and any payments (if any) to be made to the person in connection with his or her appointment.

POWERS OF THE BOARD

59. The Board is responsible for the management of the business and affairs of the Club.
60. The Board may exercise its powers and do all such acts and things as the Club is by this Constitution or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting, but subject nevertheless to the

provisions of the Act and the Registered Clubs Act and of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Club in General Meeting, provided that no such regulation will invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without limiting the general powers hereinbefore conferred, the Board has power from time to time:

- (a) To delegate any of its powers (other than this power of delegation) to committees consisting of such Director or Directors or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit, provided that in the case of a delegate or delegates in matters connected with tennis or bowls, the Board will request the relevant sectional committee to select and recommend to the Board the person or persons to be appointed.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it thinks fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as it thinks fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who will be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the money of the Club not immediately required for the objects of the Club upon such investments and in such manner as it thinks fit and from time to time to vary or realise such investments.
- (h) To borrow or secure the payment of any sum or sums of money for the objects of the Club and raise or secure the payment of such sum or sums from time to time and in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon or over all or any part of the Club's property both present and future or not so charged, or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club; with the sanction of a General Meeting to sell, exchange or otherwise dispose of all or any of the lands or buildings or other property rights to which the Club may be entitled from time to time; and subject to the requirements of the Liquor Act and Registered Clubs Act to lease any property of the Club.
- (j) To appoint, discharge and arrange the duties and powers of the Secretary and to determine the remuneration and terms of employment of such Secretary and to specify and define his or her duties.
- (k) To engage, appoint, control, remove, discharge, suspend and dismiss managers,

officers, representatives, agents or other employees or contractors in respect of permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to terminate with or without compensation any contract of service or for service or otherwise.

- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club.
- (m) To create sections and committees for the conduct, management and control of all or any games or sporting or other activities in which the Club from time to time is engaged or interested and to define and limit the persons eligible for membership of all or any such sections and committees, and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections and committees or any of them, and from time to time to terminate and dissolve any such sections or committees or to reconstitute the same on a similar or different basis.
- (n) To set the entrance fees, subscriptions and other fees, charges and levies payable by members.
- (o) To impose any restrictions or limitations on the rights and privileges of members relating to their use of the premises or relating to their conduct, behaviour and dress while on the premises.
- (p) To recommend the amount of honorarium payable to any Director or to any other person in respect of his or her services rendered to the Board or to any committee of the Club and subject to approval by a General Meeting to pay such honorarium.
- (q) To repay out-of-pocket expenses that are of a kind authorised by a current resolution of the Board and are reasonably incurred by any Director or any other person in the course of carrying out his or her duties in relation to the Club.

BY-LAWS

61. The Board has power to make such 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 of the Club and to amend or rescind from time to time any such By-laws. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
- (a) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
 - (b) the general management and control of the trading activities of the Club;
 - (c) the management and control of the Club's premises;
 - (d) the management and control of play and dress on the Club's premises;
 - (e) the upkeep and control of the Club's property;
 - (f) the management and control of all competitions;
 - (g) the conduct of members and guests of members;

- (h) the privileges to be enjoyed by members;
 - (l) the relationship between members and the Club's employees;
 - (j) the control and regulation of the Club's sections and committees and the conduct and activities thereof;
 - (k) generally all such matters as are commonly the subject matter of club constitutions or by-laws or which are not reserved either under the Act, the Registered Clubs Act or this Constitution for decision by the Club in General Meeting.
62. The Board has power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of this Constitution.
63. Any By-law made under this Constitution comes into force and has the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SECTIONS AND COMMITTEES

64. The Board may permit any section of the Club to adopt a name distinctive of that section and to become affiliated with the body controlling the game or activity on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as that controlling body may from time to time require and to pay on behalf of the Club, capitation fees to any such controlling body or as required by such body.
65. A person is ineligible to be a member of any section of the Club unless he or she is a financial member of the Club.
- 66.
- (a) The Board may empower any section or committee of the Club to open and operate an account in the name of the section in such financial institution as the Board may from time to time approve. However, the persons eligible to operate upon any such account must be approved by the Board which from time to time may remove and replace those persons or any of them.
 - (b) Subject to the absolute control and supervision of the Board, each section or committee of the Club may manage its own affairs but must make regular reports to the Board (or otherwise as may be required from time to time by the Board). The minutes and records of the section or committee must also be produced regularly and promptly for inspection by or on behalf of the Board.
- 67.
- (a) At each annual general meeting of a section, the members present may elect a vice-president of the section, whose election will be subject to the approval of the Board.
 - (b) Any vice-president so elected and approved will hold office until the next annual general meeting of the section at which he or she was elected.
 - (c) The Board may at any time and from time to time for the purpose of filling a casual vacancy, appoint any member to be a vice-president. However, that appointment will terminate at the conclusion of the Annual General Meeting of the Club which follows the date of the appointment.
 - (d) Notwithstanding paragraphs (b) and (c), the Board may at any time remove a vice-president from office without giving reason.
 - (e) The duties, privileges and precedence of vice-presidents will be prescribed by the Board and notified

by the Board.

- (f) Every vice-president elected by a sectional annual general meeting will ex officio be a member of the relevant sectional committee and entitled to attend and vote at any meeting thereof.

68. Subject to this Rule, the constitutions and rules or by-laws of each section of the Club may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose. However, no amendment proposed to and approved by the meeting of the members of the section will have effect unless and until it has been approved by resolution of the Board.
69. Any committee of the Club must in the exercise of those powers delegated to it, conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President or the President's nominee, who must be a Director, has the right to be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. The meetings and proceedings of a committee consisting of 2 or more members will, as far as practicable, be governed by the proceedings of the Board provisions of this Constitution unless otherwise prescribed by the Board.
70. Any disciplinary action which is taken by a section or committee of the Club in respect of any member of that section or committee must at once be reported to the Board together with the reasons for such action and with a recommendation as to further action (if any) to be taken by the Board.
71. A sectional committee which deals with tennis, bowls or any other activity:
- (a) may make recommendations to the Board as to the care and maintenance of playing areas, grounds and equipment, the conduct of competitions and generally as to all matters connected with the purpose for which that committee was formed, but the Board will not be bound by any recommendation; and
 - (b) may with the approval of the Board, arrange competitions within the Club and with other clubs or associations as may be considered desirable.

PROCEEDINGS OF THE BOARD

72. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Board will meet whenever it deems it necessary but at least once in each calendar month for the transaction of business. A record of all Directors present and of all resolutions and proceedings of the Board must be entered in a Minute Book provided for that purpose.
73. A meeting of the Board may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.
74. The President is entitled to preside as the Chairman at any meeting of the Board. If the President is not present or being present is unwilling or unable to act, then a Director will preside as the Chairman of the meeting.
75. The quorum for meetings of the Board is 4 Directors.

76. At any time, the President may convene a meeting of the Board. At any time, the Secretary upon the request of not less than 3 Directors must convene a meeting of the Board. The President or Secretary, as the case may be, will attempt to give a reasonable period of notice of the meeting to the other Directors.
77. Subject to this Constitution, questions arising at any meeting of the Board will 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 will have a deliberative vote only.
78. All acts done by a Director or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, 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.
- 79.
- (a) The Board may pass a resolution without a meeting of the Board 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. Such a resolution is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
 - (b) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
 - (c) The resolution is passed when the last Director signs.
- 80.
- (a) A Director must in accordance with Sections 191 or 192 of the Act disclose to the first practicable meeting of the Board any material personal interest which that Director has in a matter that relates to the affairs of the Club. "Material personal interest" for the purposes of this Constitution includes but is not limited to an interest in a contract or proposed contract which involves the Club.
 - (b) The disclosure must include details of the nature and extent of the Director's material personal interest and the relation of that interest to the affairs of the Club. The disclosure must be recorded in the Minutes of that meeting of the Board.
 - (c) Without limiting the application of Section 191(2) of the Act, paragraph (b) does not apply to an interest:
 - (i) which the Director has as a member of the Club and which is held in common with the other members of the Club; or
 - (ii) which relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Club (but only if the contract does not make the Club or a related body corporate the insurer).

- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
 - (i) must not vote on the matter (or in relation to a proposed resolution under paragraph (e)(i) in relation to the matter, whether in relation to that or a different Director); and
 - (ii) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting.

- (e) Paragraph (d) does not apply if:
 - (i) the Board has passed a resolution that identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Club, and states that those other Directors voting for the resolution are satisfied that the interest should not disqualify the Director from voting or being present; or
 - (ii) the Australian Securities and Investments Commission has declared or ordered in accordance with Section 196 of the Act that the Director may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.

VACANCIES ON THE BOARD

- 81. Subject to compliance with the Act, the members in General Meeting may by ordinary resolution of which at least 2 months notice to the Club has been given, remove any Director or Directors whomsoever or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution or ordinary resolutions appoint another person or persons in his or her or their place. Any person so appointed will hold office during such time only as the person in whose place he or she is appointed would have held that office if he or she had not been so removed.

- 82. The office of a Director will be immediately vacated, and a casual vacancy thereby created, if that person:
 - (a) becomes disqualified from managing any company under Part 2D.6 of the Act and is not given permission to manage the Club under Sections 206F or 206G of the Act;
 - (b) fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) is absent from meetings of the Board for a continuous period of 3 months without leave of absence from the Board;
 - (e) by notice in writing given to the Secretary, resigns from office;

- (f) becomes prohibited from being a Director by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;
 - (g) becomes an employee of the Club; or
 - (h) ceases to be a member entitled to hold office on the Board.
83. The Board has power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The member so appointed will hold office only until the conclusion of the next Annual General Meeting.
84. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below 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 to the quorum; or
 - (b) to convene a General Meeting.

GENERAL MEETINGS

85. A general meeting known as 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. All general meetings other than Annual General Meetings are known as General Meetings.
86. The Board may whenever it thinks fit convene a General Meeting and it must, on the request of not less than 5% of the members of the Club having at the date of the deposit of the request at the Office a right to vote at General Meetings, within 21 days proceed to convene a General Meeting to be held as soon as practicable, but in any case not later than 2 months after the deposit of the request and in the case of such request the following provisions will have effect:
- (a) The request must state any resolution to be proposed at the meeting and must be signed by the members making the request and deposited at the Office and may consist of several documents in identical wording each signed by one or more of those members.
 - (b) If the Board does not within 21 days from the date of the request being so deposited duly proceed to convene the meeting, the members who made the request or any of them representing more than 50% of the members who made the request may themselves convene the meeting, but any meeting so convened must not be held after the expiration of 3 months from the date of such deposit.
 - (c) In the case of a meeting at which a resolution is to be proposed as a Special Resolution, the Board will be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting convened under this Rule by the members must be convened in

the same manner or as nearly as possible as that in which meetings are convened by the Board.

- (e) Any reasonable expenses incurred by the members in convening any meeting under this Rule must be repaid to the members by the Club.
87. Subject to the provisions of the Act relating to Special Resolutions, 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 in the manner provided by this Constitution to each individual member who is entitled to attend and vote at that meeting. 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.

QUORUM FOR GENERAL MEETINGS

88. No business is to be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum requirements are:
- (a) for a General Meeting which is convened on the request of members, not less than 5% of the members of the Club who are present and entitled to vote; and
 - (b) for a General Meeting which is not convened on the request of members and for an Annual General Meeting, not less than 20 members of the Club who are present and entitled to vote.
89. If within 15 minutes from the time appointed for any General Meeting a quorum is not present, the meeting if convened upon the request 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.

PROCEEDINGS AT GENERAL MEETINGS

90. The business of any Annual General Meeting may include:

- (a) confirmation of the Minutes of the previous General Meeting;
 - (b) receipt and consideration of the reports prescribed by Section 317 of the Act;
 - (c) election of the Board;
 - (d) appointment (if required) of the Auditor;
 - (e) any business of which due notice has been given;
 - (f) any business approved by the meeting.
91. The President is entitled to preside as the Chairman at any General Meeting. If the President 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 Directors present will elect a Director to preside as the Chairman of the meeting. 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 preside as the Chairman of the meeting.
92. At a General Meeting, a poll on any resolution may be demanded by the Chairman of the meeting or by not less than 5 members who are entitled to vote on that resolution. In the case of an equality of votes, the Chairman will have a casting vote in addition to a deliberative vote.
93. At a General Meeting (unless a poll is demanded), a declaration by the Chairman of the meeting 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.
94. (a) If at a General Meeting a poll is demanded, it must be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman of the meeting directs. 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.
- (b) A demand for a poll may be withdrawn.
- (c) In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting will determine the same, and such determination made in good faith will be final and conclusive.
95. The Chairman 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 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. A resolution passed at any adjourned meeting must for all purposes be treated as having been passed on the date when it was in fact passed and must not be deemed to have been passed on any earlier date. It is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting except when a meeting is adjourned for one month or more, when notice of the adjourned meeting must be given as in the case of an original meeting.

96. Minutes of all resolutions and proceedings at any General Meeting must be entered within one month of the meeting in a book provided for that purpose. Any such Minutes must be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting, and if purporting to be so signed is prima facie evidence of the proceedings to which it relates.

FINANCIAL RECORDS AND AUDIT

97. The Board must cause written financial records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
98. The financial records will be kept at the Office or at such other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, the Registered Clubs Act or any other Act to inspect such records.
99. The Club must, within 4 months after the end of the Club's financial year or not less than 21 days before each Annual General Meeting (whichever is the earlier), send to each member of the Club, but subject to Section 316 of the Act, either:
- (a) a copy of the financial report required under Section 295 of the Act, a copy of the directors' report required under Section 298 of the Act and a copy of the auditor's report required under Section 308 of the Act; or
 - (b) a copy of the concise report that complies with Section 314(2) of the Act.
100. The financial year of the Club commences on the first day of January and ends on the last day of December in each year or, subject to the Act, is for such other period as the Board may determine.
101. An Auditor must be appointed in accordance with the Act. The Auditor's duties will be regulated in accordance with the Act and the Registered Clubs Act. The Auditor's remuneration will be fixed by the Board.

SECRETARY

102. The Board must appoint one but not more than one Secretary who is the Chief Executive Officer of the Club.

EXECUTION OF DOCUMENTS

103. The Board must provide for the safe custody of the Seal.
104. (a) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (i) 2 Directors; or
 - (ii) one Director and the Secretary.
105. The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

106. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending the notice by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution; or
 - (c) by sending the notice to the facsimile number or electronic address (if any) nominated by the member.
107. (a) Where a notice is sent by post, service of the notice must be given by properly addressing, prepaying and posting the notice, and is taken to have been given in the case of a notice convening a meeting on the day following that on which the notice was posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) Where a notice is sent by facsimile or by other electronic means, the notice is taken to have been given on the day following that on which the notice was sent.
108. If a member has an address outside the Commonwealth of Australia and has not supplied the Club an address within Australia for the giving of notices to him or her, a notice posted up on the Club Notice Board is deemed to be notice by the Club to that member at the expiration of 24 hours after it is so posted up.

INDEMNITY TO OFFICERS

109. (a) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability (other than a liability for legal costs) to another person incurred as such an officer except:

- (i) In relation to a liability owed to the Club or a related body corporate; or
- (ii) In relation to a liability for a pecuniary penalty order under Section 1317G of the Act or a compensation order under Section 1317H of the Act; or
- (iii) in relation to a liability that is owed to someone other than the Club or a related body corporate and did not arise out of conduct in good faith.

(b) Every person who is or was an officer of the Club may if the Board so determines be indemnified, to the maximum extent permitted by law, out of the property of the Club against any legal costs incurred as such an officer except:

- (i) In defending or resisting proceedings in which the person is found to have a liability for which the person could not be indemnified under Section 199A(2) of the Act; or
- (ii) in defending or resisting criminal proceedings in which the person is found guilty; or
- (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
- (iv) In connection with proceedings for relief to the person under the Act in which the Court denies the relief.

(c) The Club may pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) arising out of that person's conduct as such an officer except:

- (i) in relation to conduct involving a wilful breach of duty in relation to the Club; or
- (ii) in relation to a contravention of Sections 182 or 183 of the Act.

TENNIS COURTS

110. Provided that the number of Full Tennis Members and tennis players who are affiliated with the Club is not less than 50, the Club's tennis courts at the date of the Special Resolution adopting this Constitution will always be maintained by the Club as tennis courts and will not be used for any other purpose.

BOWLING GREEN

111. Provided that the number of Bowling Members and bowlers who are affiliated with the Club is not less than 25, the Club's bowling green at the date of the Special Resolution adopting this Constitution will always be maintained by the Club as a bowling green and will not be used for any other purpose.

COPY OF CONSTITUTION

112. The Club will give a copy of this Constitution to any Full Member within 7 days if that member:
- (a) asks the Club, in writing, for a copy; and
 - (b) pays any fee (up to the fee prescribed by the Act) if required by the Club.

READING OF CONSTITUTION

113. This Constitution must be read and construed subject to the provisions of the Act and the Registered Clubs Act, and to the extent that any of the provisions in this Constitution are inconsistent therewith and might prevent the Club being registered under the said Acts, those provisions will be inoperative and have no effect.

AMENDMENTS TO CONSTITUTION

114. This Constitution may be amended only by a resolution passed by a three-quarters majority of financial members in the classes of Full Tennis membership, Morning Tennis membership, Student Tennis Membership, Young Adult Tennis membership, Senior Tennis membership, Social Tennis membership, Country Tennis membership, Full Bowling membership, Young Adult Bowling membership, Student Bowling membership, Social Bowling membership, Country Bowling membership, House membership and Special membership who are present and voting at a General Meeting, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given in accordance with the Act.

THE NEUTRAL BAY CLUB

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