



RULES of THE BUNDANOON CLUB LIMITED

ABN 92 001 068 962

(Reorganised areas in green text were approved at the AGM held
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DEFINITIONS

1. In these Rules unless there be something in the subject or context inconsistent therewith:

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

"**The Board**" means the members for the time being of the Board of Directors of the Club constituted in accordance with these Rules.

"**The Constitution**" means the Memorandum of Association and these Rules.

"**By-Laws**" shall mean the By-laws made in accordance with these Rules.

"**The Club**" means The Bundanoon Club Limited (ACN 001 068 962).

"**The Club Notice Board**" means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

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

"**Month**" except where otherwise provided in these Rules means calendar month.

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

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

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

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

INTERPRETATION

2. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or on any By-Laws of the Club made pursuant to these Rules or on any matter arising there from, shall be conclusive and binding on all members of the Club.

PRELIMINARY

3. Pursuant to Section 135(2) of the Act all replaceable Rules referred to in the Act are hereby displaced or modified as provided in these Rules.
4. The Club is established for the purposes set out in the Memorandum of Association.
5.
 - a. The Club shall be a non-proprietary company.
 - b. Subject to the provisions of Section 16(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every Full member of the Club.
 - c. Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the 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 certificate of Registration under Part II of the Registered Clubs Act or from any added value that

may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.

- d. The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under these Rules 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.

6.

- a. An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- b. Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

7.

- a. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
- b. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- c. A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

8.
 - a. The number of Full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
 - b. No person under the age of 18 years shall be admitted as a member of the Club except as a junior member in accordance with Rule 12A.
9. A person shall not be admitted to membership of the Club except as an Ordinary member, Honorary member, Temporary member or Provisional member.
10. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

11. The Ordinary membership of the Club is divided into the following classes:
 - a. Full members
 - b. Junior members

JUNIOR MEMBERS

12.
 - a. Any person who has not attained the age of eighteen (18) years but who satisfies the Board that he or she will, if elected to membership, take an active part on a regular basis in the sporting activities organised by the Club may be admitted to Junior membership of the Club:
 - i. Junior members must take an active part in the sporting activities of the Club or a sporting section of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the

Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.

- ii. Junior members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act 1976 is in force but shall not be served with or consume alcohol in the Club.
- iii. Junior members shall pay such annual subscription as the Board may determine.
- iv. No person may be elected to Junior membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior members of the Club and taking an active part in the sporting activities of the Club.

LIFE MEMBERSHIP

13.

- a. A Life member shall be any full member who, in consideration of long or meritorious service to the Club or for any other commendable reason, is elected to Life membership of the Club at a general meeting by at least two-thirds of the members who being eligible to do so are present and vote at the meeting;
- b. A nomination for Life membership must be in writing by two Ordinary or Life members and notice of the nomination must be given with the notice convening the meeting at which the person nominated is to be considered for Life membership.
- c. A nomination for Life membership shall not be presented to the members at a general meeting unless it has first been approved by the Board.
- d. A Life member shall be entitled to all the rights privileges and advantages to which a Full member is entitled under these Rules.
- e. A Life member shall not be obliged to pay any annual subscriptions.

VOTES OF MEMBERS

14. Full members shall be eligible to attend and vote at all general meetings and Annual General Meetings of the Club and each member will have one vote.

15.

a. A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

- i. If at the date of the meeting the member's subscription or any part thereof has not been paid in accordance with Rule 28; or
- ii. If any money (other than the subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; and

In either case that member shall be and remain un-financial until payment in full of the amount owing.

HONORARY MEMBERS

16.

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

- i. The patron or patrons for the time being of the Club;
- ii. Any prominent citizen or local dignitary visiting the Club;

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

c. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:

- i. The name in full of the Honorary Member;

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

TEMPORARY MEMBERS

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

- a. Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
- b. A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
- c. A full member or Junior member (as defined in the Registered Clubs Act) or any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
- d. Any interstate or overseas visitor.

18.

- a. Temporary members shall not be required to pay an entrance fee or annual subscription;
- b. Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;

- c. Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 34;
- d. The Secretary, Chairman, Deputy Chairman or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- e. No person under the age of 18 years, other than a Junior member as described in Rule 17 (c) may be admitted as a temporary member of the Club;
- f. When a Temporary member (other than a Temporary member admitted pursuant to Rule 17(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - i. The name in full 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

- 19. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- 20. Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

21. Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

22. A person shall not be admitted to a class of Ordinary membership of the Club unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
23. Every candidate to a class of Ordinary membership of the Club shall be proposed by one and seconded by another financial Full member of the Club to both of whom the candidate shall be personally known.
24.
 - a. In respect of every proposal for election to a class of Ordinary membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address, occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Constitution of the Club. The form will be signed by the candidate and by the proposer and seconded.
 - b. The nomination form together with the first annual subscription and joining fee (if any) shall be deposited at the office and the Secretary shall cause the name, address and occupation of the candidate to be exhibited on the Club Notice Board for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse

between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.

25.

- a. Upon a person being elected to a class of Ordinary membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- b. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or the Board.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

26. Entrance fees, subscriptions and other payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription shall not be less than \$10.00 or such other minimum prescription provided from time to time by the Registered Clubs Act.

27. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it not be less than \$10.00 or such other minimum prescribed under the Registered Clubs Act.

28.

- a. All subscriptions prescribed by the Board shall be due and payable by the first day of January in each year.
- b. Any person who has not paid his or her subscription on or before the first day of January in each year shall cease to be entitled to the privileges of membership of the

Club and by resolution of the Board may be removed from membership of the Club in which case the provisions of Rule 36 shall not apply.

- c. Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 28 may re-apply for membership in accordance with these Rules.

TRANSFER OF MEMBERSHIP

29. Subject to these Articles the Board may on the written application of a member in a class of Ordinary membership (subject to payment by the member of any additional annual subscription or other fees) transfer that member to another class of Ordinary membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by the member for the then current financial year.

ADDRESSES OF MEMBERS

30. Members shall advise the Secretary of the Club of any change in their postal address, email address or phone number.

REGISTERS

31. The Club shall keep the following registers:

- a. Registers of persons who are Full and Junior members of the Club. This register shall set forth the name in full, the occupation and postal address, email address or phone number of each Full member, the date of birth and the date of being first elected to membership of the Club and the date on which that member last paid the annual fee for membership of the Club.
- b. A register of persons who are Honorary members and a register of persons who are Temporary members other than Temporary members referred to in Rule 17(c).
- c. A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

RESIGNATION AND CESSATION OF MEMBERSHIP

32. A member may at any time by giving notice in writing to the Secretary resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

33.
 - a. All members other than Temporary members shall have the privilege of introducing guests to the Club and (unless the guest is a minor) on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry.
 - b. No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been suspended from the Club pursuant to Rule 36;
 - c. Members shall be responsible for the conduct of any guests they may introduce to the Club;
 - d. The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
 - e. No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member;
 - f. A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest;

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

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

- a. Who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- b. Who does not remain on the Club premises any longer than that Temporary member;
- c. In relation to whom the member is a responsible adult.

35. For the purposes of Rule 34, "responsible adult" means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

A parent, step-parent or guardian of the minor;

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

DISCIPLINARY PROCEEDINGS

36.

- a. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is

unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:

- i. Such member shall be notified of any charge against the member pursuant to this Rule and of the date, time, place of hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven clear days before the meeting of the Board at which such charge is to be heard.
 - ii. The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - iii. If the member fails to attend such meeting, the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any presentations which may have been made to it in writing by the member charged.
 - iv. No motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
 - v. Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- b. In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Rule 36, the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks, whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- c. In accordance with Section 67A of the Registered Clubs Act, the Secretary or subject to paragraph (e) of this Rule 36, an employee of the Club may refuse to admit to the

Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- i. Who is then intoxicated, violent, quarrelsome or disorderly; or
 - ii. Who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - iii. Whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - iv. Who hawks, peddles or sells any goods on the premises of the Club; or
 - v. Who uses, or has in his or her possession, while on the premises of the Club, any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- d. If pursuant to paragraph (c) of this Rule 36, a person (including a member), has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (e) of this Rule 36, an employee of the Club may at any subsequent time refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- e. Without limiting the provisions of Section 67A of the Registered Clubs Act, the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
- i. In the absence of the Secretary from the premises of the Club the senior employee then on duty; and
 - ii. Any employee authorized in writing by the Secretary to exercise such power.

BOARD OF DIRECTORS

37.

- a. The Board shall consist of seven (7) directors who shall comprise a Chairperson, a Deputy Chairperson and five (5) other directors.

- b. The Board may appoint a member to the Board pursuant to clause 23A of the Registered Clubs Regulations.
 - i. Any person appointed by the Board to be a director pursuant to clause 23A of the Registered Clubs Regulation only has to satisfy the requirements of that clause to be appointed and does not have to satisfy any requirement in this Constitution.
 - ii. A director appointed to office pursuant to Rule 36 (b) will be in addition to the positions on the Board referred to in Rule 36(a).

- c. The Board shall be elected annually at the Annual General Meeting of the Club.

- d. The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but subject to these Rules shall be eligible for re-election.

- e. Only Full members shall be entitled to be nominated, elected or appointed to the Board.

- f. A member currently under suspension by the Board in accordance with these Articles shall not be eligible to be nominated, elected or appointed to the Board.

- g. A member of the Club who is also an employee of the Club shall not be eligible to be nominated , elected or appointed to the Board.

- h. A member shall not be entitled to be nominated, elected or appointed to the Board unless that member shall have paid all entrance fees, annual subscriptions and other moneys due to the Club at the time of such nomination, election or appointment.

PROCEDURES FOR THE ELECTION OF THE BOARD

38.

- a. Nominations for election of a director shall be made in writing and signed by two Full members and by the nominee who shall signify his or her consent to the nomination.
- b. The nomination shall specify the position on the Board for which the nominee is nominated;
- c. Any eligible member may be nominated for more than one (1) position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be:
 - i. Firstly Chairperson
 - ii. Secondly Deputy Chairperson
 - iii. Thirdly Director
- d. Nominations shall cease fourteen (14) days prior to the date of the Annual General Meeting.
- e. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the Club Notice Board.
- f. If the full number of candidates for the various positions on the Board is not nominated by the close of nominations then, subject to paragraph (g) of this Rule 38, those candidates who are nominated shall be deemed to be duly elected to relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position, an election by secret ballot shall take place in respect of that position or those positions but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

- g. If, after the closing of nominations, one (1) or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (e) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (f), further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.
- h. The election of directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws so provide, a ballot for election of directors may be conducted at the Club's premises during a specified period immediately preceding the date of the Annual General Meeting or a postal ballot for the election of directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.
- i. If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible Full member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.

39. The Board may from time to time create such By-laws, not inconsistent with these Rules, as they think necessary for the conduct of any election and all matters in connection therewith.

POWERS OF BOARD

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

41. The Board may exercise its powers and do all such acts and things as the Club is by its memorandum of association or otherwise authorized 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 these Rules and to any amendments to these Rules provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

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

- b. To make such By-Laws not inconsistent with the Memorandum Association of the club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
 - i. Such matters as the Board are specifically by these Articles empowered to regulate by By-law.
 - ii. The general management control and trading activities of the Club.

- iii. The control and management of the Club premises.
 - iv. The conduct of members.
 - v. The privileges to be enjoyed by each category of members.
 - vi. The relationship between members and Club employees.
 - vii. And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which by the Constitution are not reserved for decision by the Club in General Meeting.
- c. To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - d. To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it shall think fit.
 - e. To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - f. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers of otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - g. To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - h. To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realize such investments.

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

- j. To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all of any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED that the power to sell shall not be exercised in respect of the whole or any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the prior approval of the members in general meeting.

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

l. To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.

m.

- i. To create sections and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate the dissolve any such section or committee or to reconstitute the same on a similar or different basis.
- ii. For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not inconsistent with these Rules or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- iii. The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- iv. Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.

- v. Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purposes provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
 - vi. Any disciplinary action by the section in respect of any member of such section shall be once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- n. To set the entrance fees and annual or other subscriptions and fees payable by all members.

PROCEEDINGS OF THE BOARD

42.

- a. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business.
- b. A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.

43. The Chairperson shall preside as chairman at every Meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then the Deputy Chairperson will take the chair and if the Deputy Chairman is unwilling or unable to act then the members present shall elect a chairperson of the meeting. The quorum for meetings of the Board shall be a

majority of the members of the board, personally present or present via phone or video conference.

44. The Chairperson may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.
45. Subject to these Rules questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
46. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the board to that number or of summoning a general meeting of the Club, but for no other purpose.
47. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointment and was qualified to be a member of the Board.
48. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.

49. No director shall be disqualified by reason of his or her office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club.

50. Where a director of the Club makes a declaration of interest pursuant to Rule 49 the requirements of Section 39 of the Registered Clubs Act shall be implemented.

51.

a. In accordance with Section 195 of the Act a director who has a material personal interest in a matter that is being considered at a meeting of the Board or of the Directors of the Club:

i. Must not vote on the matter.

ii. Must not be present while the matter is being considered at the meeting.

b. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of paragraph (a) of this Rule.

VACANCIES ON BOARD

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

the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

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

- a. If he or she becomes insolvent under administration or has been convicted of any offense referred to in Section 2068 of the Act.
- b. If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- c. If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- d. If by notice in writing given to the Secretary he or she resigns from office as a director.
- e. If he or she becomes prohibited from being a member of the Board by reason of any order made under the Act.
- f. If he or she ceases to be a member of the Club.
- g. If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
- h. If he or she becomes an employee of the Club.

54. The Board shall have power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

GENERAL MEETINGS

55.

- a. All meetings other than Annual General Meetings shall be called General Meetings.
- b. A general meeting of the members of the Club must be held for a proper purpose.
- c. The Board may, whenever it considers fit, call and arrange to hold a general meeting of the Club.
- d. The Board must call and arrange to hold a general meeting of the Club on the request of:
 - i. Members with at least 5% of the votes that may be cast at the general meeting; or
 - ii. At least 100 members who are entitled to vote at the general meeting.In this Rule 55 the term "the request" shall mean the request referred to in this paragraph (d).
- e. The request must:
 - i. Be in writing; and
 - ii. State any resolution to be proposed at the meeting;
 - iii. Be signed by the members making the request;
 - iv. Be given to the Club.
- f. Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- g. The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.

- h. Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
- i. The meeting referred to in paragraph (h) of this Rule 55 must be called in the same way - so far as is possible - in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.
- j. To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
- k. The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 55. The directors, who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club, the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.

ANNUAL GENERAL MEETINGS

- 56. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year.
- 57. The business of the Annual General Meeting shall be as follows:
 - a. To confirm the Minutes of the previous Annual General Meeting;

- b. To receive and consider the reports referred to in Rule 71;
- c. To elect the Board or declare the results of any election for the Board;
- d. To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
- e. To deal with any other business of which due notice has been given.
- f. The Chairman at the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
- g. If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

NOTIFICATION OF MEETINGS

58.

- a. At least 21 days' notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- b. A notice of a general meeting of the Club's members must:
 - i. Set out the place, date and time of the meeting; and
 - ii. State the general nature of the meeting's business; and
 - iii. If a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution.

- c. A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- d. Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

MEMBERS' RESOLUTIONS

59.

- a. The following members may give the Club notice of a resolution that they propose to move at a general meeting:
 - i. Members with at least 5% of the votes that may be cast on the resolution; or
 - ii. At least 100 members who are entitled to vote at a general meeting;
- b. The notice must:
 - i. Be in writing; and
 - ii. Set out the wording of the proposed resolution; and
 - iii. Be signed by the members proposing to move the resolution.
- c. Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- d. The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.

60.

- a. If the Club has been given notice of a resolution under Rule 59, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;

- b. The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- c. The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- d. The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- e. The Club need not give notice of the resolution:
 - i. If it is more than 1,000 words long or defamatory; or
 - ii. If the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

MEMBERS' STATEMENTS

61.

- a. Members may request the Club to give to all its members a statement provided by the members making the request about:
 - i. A resolution that is proposed to be moved at a general meeting; or
 - ii. Any other matter that may be properly considered at a general meeting.
- b. The request must be made by:
 - i. Members with at least 5% of the votes that may be cast on the resolution; or
 - ii. At least 100 members who are entitled to vote at the meeting.

- c. The request must be:
 - i. In writing; and
 - ii. Signed by the members making the request; and
 - iii. Given to the Club.

- d. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;

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

- f. After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;

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

- h. The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.

- i. The Club need not comply with the request:
 - i. If the statement is more than 1,000 words long or defamatory; or
 - ii. If the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

PROCEEDINGS AT GENERAL MEETINGS

62. The Chairperson shall be entitled to take the Chair at every General Meeting. If the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Deputy Chairperson will take the chair and if the Deputy Chairperson is unwilling or unable to act then the members present shall elect a chairperson for the meeting.

63. At any general meeting of the Club 15 full members present in person and eligible to vote shall be a quorum. If a quorum is not present within 15 minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 55 the same shall be dissolved. If at any adjourned meeting a quorum is not present the same shall be dissolved.

64.
 - a. Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the Meeting shall have a second or casting vote.

 - b. If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairperson or on a question of adjournment shall be taken forthwith.

 - c. A demand for a poll may be withdrawn.

 - d. At any General Meeting (unless a poll is demanded) a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not

carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

65. A person shall not:

- a. Attend or vote at any meeting of the Club or of the Board or of any committee thereof;
or
- b. Vote at any election including an election of a member or of the Board
- c. The proxy of another person.

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

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

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

68.

- a. The Club's auditor is entitled to attend any general meeting of the company;
- b. The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- c. The auditor is entitled to be heard even if:
 - i. The auditor retires at the meeting; or
 - ii. The meeting passes a resolution to remove the auditor from office.
- d. The auditor may authorize a person in writing as their representative for the purpose of attending and speaking at any general meeting.

ACCOUNTS

69. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.

70. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorized or permitted by or under the Act to inspect such records.

71. The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:

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

FINANCIAL YEAR

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

AUDITORS

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

SECRETARY

74. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for the purposes of the Registered Clubs Act.

SEAL

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

NOTICES

76. A notice may be given by the Club to any member either personally or by sending it by post or by email to the address of the member recorded for that member in the Register of members kept pursuant to these Articles.

77. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall be been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

Where a notice is sent by email, service of the notice shall be deemed to be effected by the use of the email address provided to the club by the member and shall be deemed to have been effected immediately.

INDEMNITY TO OFFICERS

78.

- a. Every officer (as defined in Section 82A of the Act) of the Club and every auditor of the Club may if the directors so determine be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer or auditor in defending any proceedings whether civil or criminal.
- b. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium cannot be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

SPORTING SECTIONS

79. For the purposes of paragraph (m) of Rule 40 the sections of the Club shall include the following:

- a. The men's bowls section known as Bundanoon Bowling Club;
- b. The women's bowls section known as Bundanoon Park Women's Bowling Club;
- c. The croquet section known as Bundanoon Croquet Club;
- d. Any other section that the Board may create pursuant to Rule 40 (m)

Or in each case such other name or names as a section may adopt provided that the name has first been approved by the Board.

GENERAL

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