

CONSTITUTION
OF
SPRINGWOOD BOWLING AND
RECREATION CLUB LIMITED
ACN 000 995 497
ABN 42 000 995 497
A COMPANY LIMITED BY GUARANTEE

Preliminary

This Constitution is, for the purposes of and subject to the Legislation, the rules of the Club.

In this Constitution: -

“Club” or “Company” means Springwood Bowling and Recreation Club Limited

“Legislation” means the law from time to time applicable to an organisation and entity such as the Company.

“the Office” means the registered office for the time being of the Company.

“the Register” means the register of members to be kept pursuant to the Legislation.

“Month” means calendar month.

“in writing” or “written” includes any method of reproducing words in a visible form. Words importing the singular number only include the plural and vice-versa.

“the Directors” or the “Board of Directors” or “the Board” shall mean the directors of the Company from time to time elected under the provisions of this Constitution.

Membership

1. The Company is formed for the purposes expressed in this Constitution and is a Company limited by guarantee. The property, profits and income of the Company shall be applied in promoting the purposes for which the members are associated together and no persons shall be entitled to derive any profit benefit or advantage from the Company which is not shared equally by every member thereof. Payment of any dividends or distribution of profits amongst the members of the Company is prohibited.
2. In the event of any conflict or inconsistency between this Constitution and the rules made there under and the Legislation, the Legislation shall prevail.
3. No members of the Board of Directors of the Company shall receive any remuneration or other benefit in money or moneys worth for services rendered to the Company in the capacity of director except repayments of out of pocket expenses and honoraria granted in terms of Clause 6 below.
4. The number of members shall not be less than one hundred and shall not exceed the number from time to time fixed by the Directors in keeping with the legislation.

Classes of Members

5. There shall be five classes of members of the Company namely-
 - (a) ordinary members
 - (b) life members
 - (c) honorary members
 - (d) temporary members
 - (e) junior members

6. (i) Ordinary members and life members shall be entitled to vote at general meetings of the Company and to stand for and be elected to the Board of Directors of the Company and shall be called "full members"
- (ii) Subject to the Legislation all members of the Company shall be entitled to the benefits of all the amenities of the Company and be subject to the same liabilities.
- (iii) Junior bowling members (both male and female) shall mean a person under the age of eighteen (18) years who having been elected a junior bowling member shall pay the entrance fee (if any) and the applicable Annual Subscription. Subject to the Legislation, a junior bowling member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Company as the Board shall determine but shall not be entitled to attend or vote at any meetings of the Company.

Ordinary Members

7. (i) Full members shall be divided into three classes namely-
 - (a) Persons registered as bowling members with the Royal New South Wales Bowling Association.
 - (b) Persons registered as bowling members with the New South Wales Women's Bowling Association.
Both of the above two classes (a) and (b) may herein be referred to as bowling members of the Company.
 - (c) Social or non playing members.
 - (ii) Full members shall consist of male and female persons of the age of eighteen years and upwards elected as hereinafter provided. They shall be entitled to the rights and privileges of the Company and be subject to all the duties liabilities and obligations as a member of the company. They shall pay such annual membership subscriptions as shall be determined from time to time by the Board of Directors but they shall only be entitled to play the game of bowls on the payment of such further annual playing subscriptions as shall from time to time be determined by the Directors.
-
8. (a) The Company in general meeting on the recommendation of the Directors based upon meritorious services rendered to the Company by any member may elect such member as a life member of the Company by a resolution passed by a majority of not less than three-fourths of the members voting on such resolution.
 - (b) Every life member shall during his life be entitled to all the rights and privileges and be subject to all the duties liabilities and obligations of an ordinary member but without being liable for any subscription.
 - (c) Life members may be male or female persons and shall not exceed in all ten in number.

Honorary Members

9. At the discretion of the Board of Directors or a Director, or the Secretary or his delegate any prominent citizen visiting the Company's premises for some special occasion may be made an Honorary member of the Company for the period of that special occasion.

Temporary Members

10. The Directors may admit to temporary membership any person who is a financial member of another bowling club. No fee shall be payable. Other persons who may be admitted as temporary members must fall within one of the following definitions and may hold temporary membership as stipulated in each appropriate definition.
 - (a) an interstate or overseas visitor but not exceeding a continuous period of one calendar month.
 - (b) a visiting member of a bowling club affiliated with the Royal New South Wales Bowling Council or any District Association recognised by such association or council or any district association or visiting member of a women's bowling club affiliated with the New South Wales Women's Bowling Association for the duration of the day on which he or she takes part in any match game competition or tournament played on the Company's property.
 - (c) a person residing not less than five (5) kilometres from the Company's premises but not exceeding the hours of business on the day of the visit.

Entrance Fees and Annual Subscriptions

11. The entrance fees, annual subscriptions and other charges payable by members shall from time to time be prescribed by the Directors.
12.
 - (a) Every member shall pay the applicable annual subscription yearly in advance,
 - (b) Each financial member shall be issued with evidence of his membership number and the financial year to which he has paid.
 - (c) If any fee or subscription or charge shall remain unpaid on the date the same shall fall due the member concerned shall automatically cease to be a member of the Company but the Board of Directors may readmit him to membership without payment of a joining fee at the discretion of the Board.
13.
 - (a) The financial year shall commence on the first day of July in each year.
 - (b) Persons admitted as members after the 31st day of December in each year shall for that financial year pay a reduced subscription fee as determined by the Directors.

Election of Members

14. The elections of members shall be by the Directors who may reject any application for membership without assigning any reason for such rejection.
15. Candidates for full and junior bowling membership shall be proposed and seconded by two members over the age of eighteen years on the form from time to time prescribed by the Directors.
Every candidate for membership shall also furnish a statement over his signature that if elected to membership he will be bound by the provisions of this Constitution.
16.
 - (a) A copy of the nomination form of every candidate for membership shall be displayed on a notice board in a conspicuous place in or around the clubhouse.

- (b) An interval of at least two weeks shall elapse between the proposal of a person for election as a member and the election.
 - (c) While ever such a nomination remains displayed and before a decision is made by the Directors any member shall be entitled to lodge with the Directors a written notice of objection to that application for membership.
 - (d) When such an objection is received the Directors shall give it due consideration before making a decision as to the election.
17. On the election of a member the secretary shall give such member notice of his election as set out in Clause 18 below and shall issue him with such a notice an account for entrance fee and annual subscription specifying the due date for payment and failing such payment by the due date the election shall be null and void.
 18. Every member shall notify the Secretary in writing of any subsequent change of address (whether postal or electronic). The postal address so given shall be deemed to be the member's registered address. Any electronic (email) address supplied by the member shall be used as the principal address for notices as required to be sent to the member in this Constitution.

Cessation of Membership

19. A member at any time by giving notice in writing to the Secretary may resign his membership of the Company but shall continue liable for any moneys payable pursuant to this Constitution at the date of his resignation.
20. If any member shall refuse or neglect to comply with any provision of this Constitution or of any By Laws of the Company (other than non-payment of moneys properly due).

or if any member shall in the opinion of the Directors following consideration of a complaint in writing to the Board be guilty of conduct deemed by the Directors to be unbecoming of a member or detrimental to the character and interest of the Company the Directors shall call his attention to such breach of conduct by written notice and request him to be present at a meeting for the purpose of determining innocence or guilt and if found guilty, the application of an appropriate penalty. Such penalty may be a fine, reprimand, suspension or expulsion from the Company. He shall at such meeting and before any resolution is moved have an opportunity of giving in writing or orally any explanation or defence he may think fit. If the member fails to attend at the time and place specified without reasonable excuse the matter shall be heard and dealt with by the Board who will decide on the evidence before it, his absence notwithstanding what action, if any will be taken. Any decision of the Board on such hearing or any adjournment thereof shall be final and the Board may at its discretion order the refund of any subscription or any part of it to any member during the current financial year in which he shall be expelled or suspended.

- (i) The meeting shall be held within one (i) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
- (ii) Any resolution under this Clause is by secret ballot and is passed by not less than seventy five percent (75%) of the members of the Board present at such meeting.
- (iii) Any member notified or any member proposed to be notified in accordance with this Clause may immediately be suspended on the vote of a simple majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.
- (iv) Any resolution of the Board pursuant to this Clause need not state the grounds facts or opinions upon which it is based.
- (v) No member dealt with in accordance with the Clause shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension or expulsion or by reason of any act or thing arising there from or relating thereto.

- (vi) The Secretary or an employee of the club has the power to remove any person from the club:
 - (a) who is at the time intoxicated, violent, quarrelsome or disorderly; or
 - (b) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Act; or
 - (c) who hawks, pedals or sells any goods on the premises: or
 - (d) who uses or has in his possession any prohibited drugs.
 - (e) The Secretary or the employee can use such reasonable force as may be necessary to remove the person from the premises of the club and if necessary the police can be called to assist.
- 21. No member as aforesaid shall be present or be entitled to be represented at the voting of the Directors or take part in the proceedings otherwise than as allowed under Clause 20.
- 22. Every person ceasing to be a member of the Company for whatever reason shall remain liable for any moneys due and payable under this Constitution.

- 22A Any member who has been suspended from the Company must after the period of suspension apply in writing to the Board and seek his rights as a member of the Company be reinstated.

Register of Members

- 23. (a) The Secretary shall keep in the Company's premises a register of members setting forth the full name, date of birth and address of each member specifying the class of membership to which that person belongs and setting out the date upon which that persons last annual subscription was paid.
- (b) the Secretary shall also keep on the Company's premises a register of Honorary and Temporary members specifying that person's name and address.
- (c) The Register of members shall be open for inspection by any member of the Company at all reasonable times.

Rights of Members Personal

- 24. The rights and privileges of every member shall be as defined or limited by the Legislation, this Constituion and By-Laws which shall be personal and not transferable.

Forfeiture of all Rights

- 25. All persons ceasing to be members whether by resignation, expulsion, neglecting to pay the annual subscription or other amounts due and payable to the Company shall forfeit ipso facto all rights and privileges of a member of the Company.

Visitors

- 26. (a) Members shall have the privilege of inviting guests to the Company's premises and such guests shall be accompanied by the member who shall be responsible for the behaviour of their guests.
- (b) No guests shall be supplied with liquor on the Company's premises unless on the invitation and in the company of a member.

Bowling Committee

27. (a) Such members of the Company who play the game of bowls, other than Junior Bowling Members, shall be entitled to elect from their members a committee including a Bowls Secretary and Executive Officers to organise and conduct the game of bowls.
- (b) The organisation for and the control of such games shall be set forth in the By-laws.
- (c) The Board of Directors shall from time to time fix the subscription payable to play such games.
- (d) Separate Bowling Clubs shall be established whose membership shall comprise
 - (i) Those members covered by Clause 7(i)(a).
 - (ii) Those members covered by Clause 7(i)(b).

General Meetings

28. The Company must hold an annual general meeting within 5 months after the end of each financial year and such meetings shall be held at the clubhouse of the Company.
29. Other general meetings - called extra ordinary general meetings - may be called by the Directors and shall be called on the requisition of members provided that such requisition complies with the Legislation.
30. (i) The business to be conducted at the Annual General Meeting of the Company shall be
 - (a) The receipt of the Annual Report of the Directors and the Balance Sheet and Profit and Loss Statement and the Auditor's Report.
 - (b) The declaration by the Chairman as to the result of the poll for the election of Directors and the Executive Officers of the Company.
 - (c) The consideration and if thought fit the passing of any resolution which is properly before the meeting under the provisions of the Legislation.

Proceedings at General Meetings

31. Except as otherwise herein provided a general meeting may not transact any business unless a quorum of twenty members entitled to vote are personally present.
32. In the absence of a quorum a meeting convened upon the requisition of members shall lapse half an hour after the appointed time for the meeting, in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall form a quorum.
33. The Chairman or failing him one of the Vice Chairman shall preside as Chairman at every general meeting of the Company but if none of these officers is present within half an hour from the time set for the commencement of the meeting or present but unwilling to act as Chairman the members present shall choose one of their numbers to be Chairman and he shall retain that office until the conclusion of the meeting.
34. The Chairman may with the consent of any 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 not completed at the meeting from which the adjournment took place. When a meeting is adjourned for more than fourteen days notice of the adjourned meeting shall be given complying with this Clause regarding notice for the original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

35. Every member present and entitled to vote shall have one vote.
36. The Chairman shall be entitled to a second or casting vote in the case of equality of votes.
37. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before the declaration of the result on a show of hands a poll is demanded by at least two members present and entitled to vote. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried shall be accepted except in the case of manifest error

and the entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

38. If a poll is duly demanded it shall be taken in such manner as the Chairman directs. The results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time prior to the poll being concluded.
39. In the case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination if made in good faith shall be final and conclusive.
40. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on any question of adjournment shall be taken at the meeting without adjournment.
41. The persons entitled to vote at general meetings of the Company shall be full members and life members, and no others but no member shall be entitled to vote at any general meeting unless all moneys due and payable by that person to the Company have been paid.
42. Unless a different majority is required by the Legislation all decisions of general meetings shall be by simple majority of those present.

Extraordinary General Meetings

43. Extraordinary general meetings of the Company shall be convened in accordance with the provisions of the Legislation.
44. It shall not be competent for an extraordinary general meeting to transact any business other than that for which the meeting is summoned.

Notice of Meetings

45. All general meetings shall be convened by notice in writing posted in or around the clubhouse or on the Company's website and by service on a member as set out in Clause 87 below.
47. The accidental omission to give notice of a meeting to any member of the Company or to post the notice in or around the clubhouse shall not invalidate the proceeding at any meeting.

Alterations of Constitution

48. This Constitution may only be altered or added to in the manner prescribed by the Legislation.

Directors

49. The management of the Company, its business and affairs shall be vested in a body comprised of nine (9) members entitled to vote at General Meetings: no less than (six) thereof shall be bowling members. The body of corporate management shall be referred to as the "Board of Directors".
50. There shall be four (4) executive officers of the Company namely the Chairman, two Vice-Chairman and the Treasurer.
51. The Board of Directors and the Chairman and Treasurer of the Company shall be elected by the Members of the Company entitled to vote at general meetings and in the manner prescribed by this Constitution.
- 51A The two Vice-Chairman positions shall be elected by the Board of Directors.
52. At every alternate annual meeting all the Directors of the Company shall retire from office.
53. Retiring Directors shall be eligible for re-election.
54. Any general meeting of members may by ordinary resolution remove any member of the Board of Directors from office before the expiration of his period of office.
55. Any casual vacancy (or vacancies) in the Board of Directors caused by whatever means, shall be filled by the Directors within thirty (30) days should the remaining term of the director(s) in question have more than three (3) months to run.
56. The Board of Directors may continue to act notwithstanding any vacancy in its body.

Election and Nomination of Directors

57. (a) Any member of the Company shall be at liberty to nominate any other member to serve as an officer of or other member of the Board of Directors of the Company provided however a member can only be nominated a member of the Board of Directors after such nominee has been a member of the Company for a continuous period of not less than 3 years.
- (b) The nomination, which shall be in writing and signed by the member and his proposer shall be lodged with the Secretary at least 21 days before the Annual General Meeting at which the election is to take place.
- (c) The list of candidates names in order of lodgement with the proposer's name shall be posted in a conspicuous place in the registered office of the Company and/or on the website of the Company for at least 14 days immediately preceding the Annual General Meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of candidates only. These names shall be listed in order determined by a blind draw conducted in the presence of the returning officer who shall be a member of the Company previously elected to the position of returning officer by the Board and further the returning officer shall not be an officer of or a candidate for office with the Company.
- (e) Prior to the commencement of voting the Directors shall appoint at least two scrutineers to assist the returning officer in the election. No member of the Board of Directors and no candidate for election to the Board of Directors shall be appointed a scrutineer.
- (f) The appointed scrutineers will make Ballot papers available to members entitled to vote. These Ballot papers will be distributed from the Clubhouse occupied by the Company for a period of seven days prior to any General Meeting at hours prescribed by the Board and the scrutineers shall supervise the use of the Ballot Box and make a written record of the members who have completed voting in such a manner as to prevent any member from voting on more than one occasion.

- (g) The ballot will close 24 hours prior to the time set down for the commencement of the Annual General Meeting.
- (h) Any member wishing to vote shall do so by placing a tick beside the names of such candidates as he may approve of indicating no more than the vacancies which will exist for that particular office and shall then place the ballot paper in the ballot box.
- (i) Where 2 or more candidates for one position have received an equal number of votes the Chairman shall cause a draw to be effected and the first name drawn shall be declared elected.
- (j) Where 2 or more candidates have nominated for election to more than one office and the election of one of them thereby eliminates him from appointment to a further office the returning officer shall proceed with the count of votes for these further positions as if that person were not a candidate therefore.
- (k) Where 2 or more candidates have nominated for election to more than one office and there is an equality of votes cast for two or more candidates standing for the first office the returning officer shall not eliminate the names of those who have received an equality of votes and shall proceed to allot votes as cast for them for the election to such further office. Final determination of the appointee to the first office shall be made in accordance with the provisions of sub clause (i) above.
- (l) Where a number of positions are to be filled and two or more candidates receive an equality of votes and unless such would have no effect the provisions of sub clause (i) shall be applied.
- (m) In the case there shall not be a sufficient number of candidates nominated to fill the remaining vacancy or vacancies nominations shall be taken from the members present at the Annual General Meeting and in the event of there still being a vacancy it shall be a casual vacancy to be filled by the incoming Board.
- (n) At the close of the poll the returning officer shall count the votes cast for the various candidates in the presence of the scrutineers who shall all confer and determine the identity of the candidates elected on a first past the post basis.
- (o) The returning officer shall cause a list to be prepared of the names of the elected persons and the returning officer and all scrutineers shall affix their signatures showing the capacity in which each officer acts and the date of signing.
- (p) Such list shall be retained by the returning officer who will formally declare the result of the poll.
- (q) Members elected shall assume office at the time of the declaration of the poll.

Proceedings of Directors

- 58. The Directors shall meet together at least once each month for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 59. A Director may and the Secretary on the requisition of a Director shall summon a meeting of the Directors.
- 60. The quorum necessary for the transaction of the business of the Directors shall be five.
- 61. The Directors may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of Directors the continuing Directors may act for the purpose of increasing the number of

Directors to that number or of summoning a general meeting of the Company but for no other purpose.

62. The Chairman of Directors or in his absence a Vice Chairman shall preside at all meetings of Directors but if at any meeting the Chairman or Vice Chairman are not present within ten minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
63. The Directors may delegate any of their powers to committees consisting of such member or members of their body or of the Company as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on them by the Directors.
64. The Chairman shall be an ex officio member of all committees.
65. The meetings and proceeding of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board of Directors so far as the same are applicable thereto and are not superseded by any special regulations made by the Directors in relation to that particular committee.
66. All acts done by any meeting of the Directors or of a committee of Directors or of a committee of members of the Company shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or committee or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors or of a committee.
67. A resolution in writing signed by all the members of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Powers and Duties of the Directors

68. The management of the business and the control of the Company shall be vested in the Directors and who in addition to the powers and authorities by this Constitution expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Company

and are not hereby or by legislation expressly directed or required to be exercised or done by the Company in general meetings but subject nevertheless to any resolution from time to time made by the Company in general meeting provided that no resolution shall invalidate any prior act of the Directors which would have been valid if such resolution had not been made.

69. Without prejudice to the general powers conferred by the last proceeding Clause and of the other powers conferred by this Constitution it is hereby expressly declared that the Directors shall have the following powers that is to say —
 - (a) To determine who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents on behalf of the Company.
 - (b) To accept from any member on such terms and conditions as shall be agreed a surrender of his rights and privileges in the Company.
 - (c) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demands by or against the Company.
 - (d) To set aside out of profits of the Company such sums as it thinks proper as a reserve fund to meet contingencies or for repairing improving and maintaining any of the property of the Company and for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company and to invest the several sums set aside upon approved trustee investments and from time to time to deal with and vary such investments to other trustee

investments and dispose of all or any part thereof at their discretion provided always that such disposal is for the benefit of the Company.

- (e) From time to time to make By-laws in relation to the Company and at any time to annul or vary any By-laws so made and for the time being in force shall be binding on the members of the Company and shall have full effect accordingly and it is expressly declared that without restricting the generality of the foregoing words the following shall inter alia be deemed to be matters properly the subject of By-laws in relation to the Company within the meaning of this clause, that is to say, By-laws.
- (1) As to the entrance fees payable in respect of membership of the Company.
 - (2) As to the annual subscription to be payable by members of the Company for the playing of the game of bowls.
 - (3) As to the terms and conditions upon which honorary members and temporary members and visitors shall be permitted to use the premises and the property of the Company.
 - (4) As to the times of opening and closing the bowling greens and grounds, and premises of the Company or any part thereof.
 - (5) As to the rules to be observed and prizes or trophies to be played for by the members of the Company playing any games on the premises of the Company.
 - (6) As to the prohibition of particular games on the premises of the Company entirely or at any particular time or times.
 - (7) As to the conduct of the members of the Company in relation to one another and to the Company's servants.
 - (8) As to the setting aside of the whole or any part or parts of the Company's premises for male members, female members or any other class or classes of members at any particular time or times or for any particular purpose or purposes.
 - (9) As to the imposition of fines or penalties for the breach of any By-laws or the Constitution of the Company.
 - (10) As to the duties responsibilities powers and privileges not otherwise defined by this Constitution and attaching to the office of the Chairman, Vice Chairman, Treasurer and Directors of the Company.
 - (11) As to the duties responsibilities powers and privileges not otherwise defined by this Constitution and attaching to the office of the Secretary, Assistant Secretary and other servants of the Company.
 - (12) As to the duties and responsibilities of the house and catering committee the greens committee the finance committee the bowling committee and any other committees authorised by the Directors.
 - (13) As to the use of the Company's premises by members and the rights and privileges which shall be accorded to them.
 - (14) As to arrangements with other clubs or associations for reciprocal concessions or otherwise.
 - (15) Generally as to all such matters as are commonly the subject matter of By-laws of a bowling club.

The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such By-laws and any alterations and repeals of the same. Provided nevertheless that no By-laws shall be inconsistent with or shall affect or repeal anything contained in the Constitution of the Company and that any By-laws may be set aside by a special resolution of a general meeting of the Company.

70. The Directors shall comply with the provisions of the Legislation so far as reporting to the members is concerned and may report to members on such other matters as they shall decide and such report shall be posted on the notice board and such other place or places as the Directors may determine.
71. The Directors shall before entering into any contract for a consideration in excess of one hundred thousand dollars (\$100,000.00) except a contract for urgent repairs needed to preserve the assets of the Company, notify their intention to enter into such contract to the members by posting details of the nature of such contract on the notice board of the Company at least one month before entering into the contract.
72. In the event of an objection to the entry into such contract being signed by not less than 20 members entitled to vote and being served on the Company the Directors, before entering into such contract shall put the matters to the Company in special general meeting and abide by the resolution of that meeting.

Disqualification of Directors

73. The office of Director shall be vacated if the Director
- (a) ceases to be a Director by virtue of a provision to that effect in the Legislation;
 - (b) becomes bankrupt;
 - (c) becomes physically or mentally incapable of performing his duties;
 - (d) is absent from Directors meetings for a period of three calendar months without leave of the Board of Directors;
 - (e) resigns by notice in writing to the Company;
74. Every Director of the Company who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall as soon as practicable after the relevant facts have come to his knowledge declare the nature of his interest at a meeting of the Directors of the Company but these requirements shall not apply in any case where the interest of the Director consists only of being a member or creditor of a corporation which is interested in a contract or proposed contract with the Company if the interest of the Director may properly be regarded as not being a material interest.

Secretary or Secretary Manager

75. (a) The Directors of the Company shall from time to time appoint an Honorary Secretary or Secretary Manager of the Company with such remuneration as they may determine.
- (b) Nothing herein shall prevent the Directors from appointing a member of the Company as Honorary Secretary who will assume all the duties and responsibilities of the Secretary or Secretary Manager as defined in this Constitution and as otherwise directed by the Board of Directors. An Honorary Secretary shall be subject to the provisions of Clause 6 above.
76. The Secretary or Secretary Manager shall (inter alia) perform such duties and do such acts and things as are required to be performed with the Legislation by such an officer within a Registered Club.
77. No payment or part payment of any Secretary, Secretary Manager or other officer or servant of the Company shall be made by way of commission or allowance from or upon the receipts of the Company for liquor supplied.
78. The Secretary or Secretary Manager shall hold office during the pleasure of the Directors and shall on all occasions in the execution of his duties act under the supervision, direction and control of the

Directors to whom he shall be responsible and their instructions shall be sufficient authority for any of his acts.

79. It shall be the Secretary's duty to conduct and manage the affairs of the Company under the direction of the Directors and to keep in books provided for the purpose full and accurate minutes of all resolutions and proceedings at all meeting of members as well as all meetings of the Directors and to keep the register of members and such books and records as may be thought by the Directors to be necessary for the purpose of fully and correctly showing the Company's operations position and affairs.
80. The Honorary Secretary or Secretary Manager shall receive all moneys payable to the Company. The Hon. Treasurer shall verify all receipts and shall pay the same into the bank at which the Company transacts its business.

The Seal

81. The Directors shall provide safe custody of the common seal and the said seal shall not be used except by the authority of the Directors previously given and every instrument to which the seal is affixed shall be signed by two Directors and countersigned by the Secretary or some other person appointed by the Directors.

Accounts

82. The Directors shall cause to be kept proper books of account pursuant to the Legislation showing the financial transactions of the Company which books shall be kept at the registered office of the Company. Such books shall not be available for the inspection of members except as authorised by the Legislation or the Directors or a general meeting.
83. The Directors shall lay before the Company at the Annual General Meeting such profit and loss accounts and balance sheets and reports as are required by the Legislation.
84. A copy of every Balance Sheet (including every document required by the Legislation to be annexed or attached thereto) which is to be laid before the Company in general meeting shall not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notice of the general meeting of the Company.

Audit

85. Only such Auditors shall be appointed who qualify as such according to the Legislation and their duties shall be regulated in accordance with such legislation.
86. The Auditors shall report to the members as to every balance sheet and profit and loss account laid before the Company in general meeting and shall state in such report whether in their opinion the balance sheet and profit and loss account comply with the Legislation.

Notices

- 87.1 Any Member who has not left at or sent to the Office a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the Company may be served or sent is not entitled to receive any notice.
- 87.2 A notice may be given by the Company to any Member by:

- 87.2.1 serving it on the Member personally;
- 87.2.2 sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Company for the giving of notices;
- 87.2.3 fax to the fax number supplied by the Member to the Company for the giving of notices; or
- 87.2.4 transmitting it electronically to the electronic mail address given by the Member to the Company for giving notices.
- 87.3 A Member may by written notice to the Secretary left at or sent to the Office require that all notices to be given by the Company or the Directors be served on the Member's attorney at an address specified in the notice.
- 87.4 Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected:
 - 87.4.1 in the case of a notice of a meeting, on the day after the date of its posting; and
 - 87.4.2 in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 87.5 Where a notice is sent by fax or electronic transmission, service of the notice is taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.
- 88. A notice may be served by a member on the Company by handing it to the Secretary Manager, leaving it at the registered office of the Company or posting it by pre-paid post to the registered office of the Company.
- 89. Notice of every general meeting shall be given in manner hereinbefore authorised to -
 - (a) every member entitled to vote except those members who (having no registered address within the state) have not supplied to the Company an address within the state for the giving of such notices to them, and
 - (b) the Auditors for the time being of the Company.

Miscellaneous

- 90. No liquor shall be sold or supplied to any person under eighteen (18) years of age and no such person shall have or consume any liquor upon the Company's premises.
- 91. No portion of the Company's property, which is covered by a Certificate of Registration as a Registered Club, shall be let, leased or demised without the prior approval of the Licensing Court.
- 92. No person under eighteen (18) years of age shall use or operate or be allowed to use or operate poker machines in the premises of the Company.
- 93. No person shall directly or indirectly derive any profit or advantage from the fact that the Company is a Registered Company under the Legislation which is not equally shared by all members and provided further any such profitable advantage shall not be of the nature prohibited by Clause 1.

Indemnity

94. Every Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect to any alleged negligence, default, breach of duty, or breach of trust.