

CONSTITUTION
of
CURRARONG BOWLING
AND RECREATION CLUB LIMITED

(as amended – July 2002)

CORPORATIONS LAW

A Company Limited by Guarantee
and not having a Share Capital

Section 1:
ARTICLES OF ASSOCIATION
of
CURRARONG BOWLING AND RECREATION CLUB LIMITED

DEFINITIONS AND INTERPRETATION

1. In these Articles:

"The Act" means the Australian 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.

"Registered Clubs Act" means the Registered Clubs Act 1976 (as amended);

"The Liquor Act" means the Liquor Act, 1912 (as amended);

"The Club" or "The Company" means the Currarong Bowling and Recreation Club Limited;

"Constitution" means and includes the Memorandum of Association and Articles of Association;

"Rules", unless otherwise inferred, means the paragraphs within this Constitution, and any By-Laws of the Club;

"Committee" means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company;

"The Seal" means the Common Seal of the Club;

"Secretary" means any person appointed to perform the duties of a Secretary of the Club and includes an Honorary Secretary;

"State" means the State of New South Wales;

"Bowls" means the game adopted by the Royal New South Wales Bowling Association;

"Financial Member" means a member who has paid his entrance fee for membership to the Club and his annual subscription in advance for the ensuing year.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing the words in a visible form;

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and of the Act as in force at the date at which these Articles become binding on the Company.

Words importing the singular number only include the plural and vice versa;

Words importing the masculine gender only include the feminine;

- 1(A). (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
- (b) A decision of the Committee on the construction or interpretation of the Constitution of the Club, or on any By-Laws of the Club made pursuant to this Constitution or on any matter arising therein, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the Members of the Club in General Meeting or by a Court of proper jurisdiction.
- (c) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

PRELIMINARY

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The members for the time being of the Committee of the Club shall be and be deemed to be Directors of the Club.
4. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
5. (a) The Club shall be a non-proprietary Club.
- (b) All profits (if any) and other income of the Club shall be applied to the promotion of the purposes for which the members are associated together and no payment of dividends or distributions of profits or income shall be made to or amongst the members of the Club.

No person other than the Club or its members shall directly or indirectly derive any profit or advantage from any registration of the Club under the Registered Clubs Act or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.

- (c) No payment or part payment of any Secretary, Manager or other Officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
 - (d) Accommodation for members of the Club and their guests shall be provided and maintained from the joint funds of the Club and no person shall be entitled to derive any profit benefit or advantage from the Club which is not shared equally by every member.
6. No liquor shall be sold or supplied to any person under the age of eighteen (18) years. No person under the age of eighteen (18) years shall use or operate or be allowed to use or operate poker machines in the premises of the Club.
7. No visitor to the Club shall be supplied with liquor in the Club premises unless on the invitation and in the company of a Member.

MEMBERSHIP

8. The number of members of the Club shall not exceed six-thousand two-hundred and fifty (6250) or the maximum number from time to time permissible under the Registered Clubs Act.
9. (a) The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these Regulations shall be members of the Club. The secretary shall keep on the Club premises a Register of Members setting forth the names in full, occupations and addresses of all members of the Club and the date of the latest payment by each member of their subscription. Such Register shall be open at any time to the inspection of the Inspector or any member of the Police Force authorised in writing by any member of the Licensing Court.
- (b) If the whole of the funds and other assets of the unincorporated Club become the absolute property of the Club forthwith after its incorporation then every person who at the date of incorporation appeared in the Register of Members of that Club as a member of the unincorporated Club shall be deemed to be a member of the Club.
10. *(Deleted)*
11. Unless otherwise determined by the Committee, membership of the Club shall consist of the following classes or designations, namely:
- (a) Ordinary Members
 - (b) Life Members
 - (c) Junior Members
 - (d) Provisional Members
 - (e) Temporary Members

12. (a) Ordinary Members and Life Members only shall be entitled to hold office (with the exception of the position of Patron or the office of Auditor or Auditors) in the Club or to be elected or appointed to the Committee of the Club and to have the right to nominate any person to membership of the Club and to have the right to nominate any member to hold office or become elected or appointed to the Committee as aforesaid and to vote at any meeting of the Club.
- (b) No member who is an employee of the Club shall be entitled to hold any office or vote at any meeting.
13. No person under the age of eighteen (18) years shall be nominated for membership of the Club unless the members proposing and seconding such member themselves obtained the age of eighteen (18) years.

ORDINARY MEMBER

14. Any person who is desirous of using facilities and amenities of the Club and who is admitted to membership pursuant to membership election requirements shall be eligible for membership as an Ordinary Member.

HONORARY MEMBER

15. (a) The following persons over the age of eighteen (18) years may at the discretion of the Committee or management of the Club be admitted as Temporary Members of the Club:
 - (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
 - (ii) A person who is a member of another registered club with similar objects to those of the Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition;
 - (iv) A person whose normal place of residence is interstate or overseas.
- (b) Temporary Members (other than those exclusively attending the Club for the purpose of taking part in an organised sport or competition) are required to complete and sign the Temporary Members Register each day they attend at the Club.

LIFE MEMBER

16. A Life Member shall be an Ordinary Member who in consideration of exceptional valued and distinguished service to the Club is granted Life Membership by resolution of a General Meeting of the Club following the submission to such meeting of an appropriate and unanimous recommendation of the Committee. No such grant of Life Membership shall be made other than on the affirmative vote of two-thirds of the Members present at any General Meeting. No more than one (1) Life Member shall be elected in any one financial year.

JUNIOR MEMBER

- 16(A). (a) Junior Members shall be persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club.
- (b) Junior Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.

PROVISIONAL MEMBER

- 16(B). (a) Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application.
- (b) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings.
- (c) A person shall cease to be a Provisional Member immediately upon the decision of the Committee on the application for membership.

ELECTION OF MEMBERS

17. Every applicant for membership of the Club (other than the subscribers to the Memorandum and Articles of Association) shall be proposed by one and seconded by another Ordinary Member of the Club to both of whom the applicant shall be personally known, subject however, to the proviso contained in Clause 12 hereof. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes, accompanied by the prescribed joining Fee.

18. Every applicant for membership shall be dealt with at a meeting of the Committee duly convened. The Committee may reject any application for membership without assigning any reason for such rejection.
19. The name and address of each person proposed or nominated for membership of the Club shall be displayed in a conspicuous place in the Club premises for at least one (1) week before being submitted to the Committee for election and an interval of not less than two (2) weeks shall elapse between nomination and election.
20. When an applicant has been elected to membership the Secretary shall give such person notice of their election personally or by forwarding or posting the same to such person. Upon payment of their joining Fee and first annual subscription the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within (1) one calendar month after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Club.

JOINING FEES AND SUBSCRIPTIONS

21. The subscriptions or payments payable by members of the Club shall be such as the Committee may from time to time prescribe provided that the annual subscription payable by members shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
22. Members' subscriptions shall be paid in advance either annually or if the Committee so directs and approves: by half yearly, quarterly, or monthly instalments; or biennially; or for such number of years as provided for in the By-Laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Committee from time to time.
- 22(A). Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.

CESSATION OF MEMBERSHIP

23. If any member shall fail to pay their subscription within one (1) calendar month after it becomes due the Secretary shall thereupon give notice in writing of such failure to such member and requiring payment to be made within twenty-eight (28) days of such notice and if payment be not made within the said twenty-eight (28) days the Committee may resolve that the member concerned by reason of such failure shall be excluded from membership and thereupon such member shall cease to be a member of the Club.
- 23(A). Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-Laws of the Club.

24. A member may at any time by giving notice in writing to the Secretary resign their membership of the Club but shall continue liable for any annual subscriptions and all arrears due and unpaid at the date of the members resignation and for all moneys due by the member to the Club and in addition for any sum not exceeding Twenty-Five Dollars (\$25.00) for which the member is liable as a member of the Club under Clause 5 of the Memorandum of Association of the Club:
25. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or of these Articles or of any Rule or By-Law of the Club or shall be guilty of any conduct of which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Club the Committee shall have power to reprimand, fine, suspend or expel such member from the Club provided that at least seven (7) days before the meeting of the Committee at which a resolution to reprimand, fine, suspend, or expel such member is passed the member shall have had notice in writing of such meeting and of what is alleged against the member and that the member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence the member may think fit and provided further that no member shall be expelled from the Club unless the resolution for his expulsion is passed by a majority of two-thirds of those members of the Committee present and voting. Any member expelled pursuant to this Article shall forfeit all subscriptions previously paid by the member and shall cease to have any right or any claim in or to any property of the Club.
26. No member suspended or expelled from the Club shall have any right of appeal from the decision of the Committee, nor shall any member so reprimanded, suspended or expelled or upon whom a fine has been imposed have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Committee or any member thereof by reason of such reprimand, suspension, expulsion or fine or by reason of any act done or notice given prior to or consequent on or incidental to the same.
- 26(A). (a) The Secretary, or an authorised employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited drug or prohibited plant; or who, for the purpose of prostitution, engages or uses any part of the Club premises.
- (b) If pursuant to this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises.
- (c) The persons who are 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 person authorised in writing by the Secretary to exercise such powers.

- (d) The Secretary and any person exercising the powers referred to in this Rule may use such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.
- (e) The Secretary and any person who has exercised any of the powers referred to in this Rule shall within forty-eight (48) hours of using such powers make a report in writing to the Committee relaying the facts, matters and circumstances relating to the exercise of the powers.

GENERAL MEETINGS

- 27. The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year at such time and place as may be determined by the Committee. All other General Meetings shall be called Special General Meetings.
- 28.
 - (a) The Committee may whenever it thinks fit convene a Special General Meeting of the Club and shall convene a Special General Meeting on the request of not less than five percent (5%) of the members or one hundred (100) members of the Club, which ever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
 - (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Committee as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
 - (d) On receipt of a valid requisition the Club shall forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.
 - (e) If the Committee do not give notice of a General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
 - (f) In the case of a General Meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Committee shall be deemed not to have duly convened the meeting.
 - (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Committee.
 - (h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

29. The Club shall, either by giving personally to each member entitled to vote at General Meetings, or by posting to his registered address, at least twenty-one (21) clear days before the date fixed for the General Meeting, a notice of such meeting setting forth the date and time and place for the meeting and any special business to be brought forward before the meeting.
30. All business shall be special that is transacted at a Special General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, Balance Sheets, the Report of the Committee, and the Auditor's Report, the election of officers and other members of the Committee in the place of those retiring.
- 30(A). The Chairman of an Annual General Meeting shall 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.
- 30(B). If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
- 30(C). Members shall be required to give at least seven (7) days written notice prior to the Annual General Meeting of any questions relating to the Financial Accounts of the Club which require additional information not shown in the Annual Report.
- 30(D). Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first General Meeting held at least two (2) months after receipt of the notice. If a General Meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

PROCEEDINGS AT GENERAL MEETINGS

31. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, thirty (30) members present in person shall be a quorum.
32. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same time and place in the next week, or to such other day and at such time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.

33. The President shall preside as Chairman at every General Meeting of the Club or in his absence a Vice-President. Should neither be in attendance within fifteen (15) minutes after the time appointed for the holding of the meeting or if they are unwilling to act, the members present shall elect one of their number to be Chairman 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman of the meeting, or
 - (b) by at least five (5) members present and entitled to vote

Unless a ballot is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Club 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. The demand for a poll may be withdrawn.

36. If a poll is duly demanded it shall be taken in such manner and either at once or after an 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 Chairman or on a question of adjournment shall be taken forthwith.
37. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
38. No member shall be entitled to vote at any General Meeting if his annual subscription shall be unpaid at the date of the meeting.
- 38(A). Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

OFFICERS AND COMMITTEE

39. Officers of the Club shall consist of a President, Three (3) Vice-Presidents, One (1) Treasurer, and Two (2) Directors, all of whom shall be members of the Club and who are herein referred to as "The Committee".
40. (a) There shall be a Provisional Committee consisting of the following:
President: George Henry WOODS
Vice-Presidents: James Alfred KAY, Frederick William COCKBURN, Percy Reginald PARSONS and Edward SMITH
Honorary Treasurer: Henry Elliott NELSON
Honorary Bowls Secretary: Maxwell James BIGWOOD
Publicity Officer: Harold Henry MARTIN
Social Secretary: Frederick William FRASER
Other Committee Members: Gordon William HILL, Walter August BATTLE, Leslie John PRITCHARD, William Henry WILLIAMS.
- (b) The Provisional Committee shall hold office until the first Annual General Meeting of the Club and shall be deemed to be the Directors of the Club and shall be eligible for re-election.
- (c) The Provisional Committee while in existence shall exercise all the powers and functions conferred by these Articles on the Committee.
- (d) The Provisional Committee shall elect such officers as it considers necessary and may fill any vacancies that may occur in the Provisional Committee.
- (e) At the first General Meeting of the Club and at the Annual General Meeting of the Club in each year thereafter the officers and other members of the Committee shall be elected from among the Ordinary and/or Life Members of the Club and such officers and other members of the Committee shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
- (f) No employee of the Club shall be entitled to be a member of the Committee, nor to vote at any meeting of the Club.
41. The election of officers and other members of the Committee shall take place in the following manner:
- (a) Any two (2) Ordinary or Life Members of the Club shall be at liberty to nominate any other Ordinary or Life Member to serve as an officer or other member of the Committee.
- (b) The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen (14) days before the General Meeting at which the election is to take place.
- (c) A list of the candidates' names, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Club for at least seven (7) days immediately preceding the General Meeting.

- (d) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared duly elected at the Annual General Meeting and nominations shall, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining.
 - (e) If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the Chairman shall declare those nominated duly elected.
42. The Club may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or other members of the Committee.
43. The Committee shall have power at any time, and from time to time to appoint any person to the Committee to fill a casual vacancy or vacancies. Any person so appointed shall hold office only until the next following Annual General Meeting but shall be eligible for re-election.
44. The members in General Meeting may, by Ordinary Resolution of which due notice has been given, remove any member or members of the Committee whomsoever or the whole of the Committee before the expiration of his or their period of office and may by Ordinary Resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not been so removed.
45. The office of a member of the Committee shall become vacant if the member:
- (a) Ceases to be a member of the Committee by virtue of the Act;
 - (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) Becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (d) 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;
 - (e) Resigns his office by notice in writing to the Club;
 - (f) For more than two (2) months is absent without permission of the Committee from meetings of the Committee held during that period;
 - (g) Holds any office of profit under the Club;
 - (h) Ceases to be a member of the Club; or
 - (i) Fails to declare the nature of his interest in a contract or office or property as provided by the Act.

POWERS AND DUTIES OF THE COMMITTEE

46. The business and affairs of the Club shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not by the Act or by these Articles, required to be exercised by the Company in General Meeting subject nevertheless to any of these Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
47. The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Club.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two (2) of the following persons namely: the President, the Secretary-Manager and the Honorary Treasurer or in such other manner as the Committee shall from time to time determine.
49. The Committee shall cause minutes to be made:
 - (a) Of all appointments of officers and servants.
 - (b) Of names of members of the Committee present at all meetings of the Club and of the Committees; and
 - (c) Of all proceedings and resolutions at all meetings of the Club and of the Committee.

BY-LAWS

50. The Committee may from time to time make alter and repeal all such by-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in anywise in relation thereto and in particular by not exclusively it may by By-Law regulate:
 - (a) The general management control and trading activities of the Club;
 - (b) Such matters as they are specifically by these Articles empowered to do;
 - (c) The control and management of the Club's premises;
 - (d) The management and control of play and dress on the greens;
 - (e) The upkeep and control of the greens;
 - (f) The control and management of all competitions;
 - (g) The conduct of members;
 - (h) The rights, privileges and restrictions attaching to members;
 - (i) And, generally all such matters as are commonly the subject matter of Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.

Any By-Law made under this Article or any alteration to or repeal of any such By-Law shall come into force and have full effect and authority and be binding upon the members of the Club after notice thereof has been posted on the Notice Board of the Club for seven (7) days.

PROCEEDINGS OF THE COMMITTEE

51. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary-Manager shall on the requisition of a member of the Committee summon a meeting of the Committee. Notwithstanding anything herein contained the Committee shall meet together at intervals of not less than one (1) calendar month.
52. Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
53. (a) Notwithstanding any rule of law or equity to the contrary a Director of the Club shall not be disqualified by his office from contracting with the Club either as vendor, purchaser or otherwise, nor shall any such contract or and contract transaction or arrangement entered into by or on behalf of the Club in which any Director shall be in any way interested be avoided or be rendered voidable nor shall any Director so contracting or being interested be liable to account to the Club for any profit realised by any such contract transaction or arrangement by reason of such Director holding that office or by reason of the fiduciary relationship thereby established but in accordance with provisions of the Act it shall be the duty of the Director to declare the nature of his interest at a Committee meeting of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (b) In the case of a proposed contract such declaration shall be made at the Committee meeting at which the question of entering into the contract is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract at the next Committee meeting held after he becomes interested.
- (c) A general notice given to the Committee by the Director to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be sufficient declaration or interest in relation to any contract so made. A Director so interested shall be counted in a quorum but shall not vote on any such contract or arrangements.
- (d) A Director shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.
54. The quorum necessary for the transaction of the business of the Committee shall be five (5) or such greater number as may be fixed by the Committee, provided always that the number forming a quorum must include one of the following three: President, Vice-President and Honorary Treasurer.

55. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a General Meeting of the Club, but for no other purpose.
56. The President shall preside as Chairman at every meeting of the Committee, or in his absence a Vice-President. Should neither be present within ten (10) minutes after the time appointed for holding the meeting, or if they are unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
57. The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Committee as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
58. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee 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 Committee.
59. A resolution in writing signed by all members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.

SEAL

60. The Company Seal (if kept) may be used in such manner and under such circumstances as determined by the Committee. It shall not be compulsory for the Club to maintain a Seal.

ACCOUNTS

61. (a) Subject to Article 61(b), every member entitled to vote at General Meetings shall be served personally or posted a copy of the Balance Sheet, Profit & Loss Account and Auditor's Report accompanied by a copy of the Directors Report no later than four (4) months after the end of the financial year and provided that such date shall be at least twenty-one (21) clear days before the date of the General Meeting at which the said accounts and reports are to be presented.
- (b) A member may indicate in writing the intention not to receive the annual accounts and reports as defined in Article 61(a). Such written notification shall be a standing request but may be revoked at any time. Such notice shall not relieve the Club of the obligation to give notice of General Meetings to the member.

- 61(A). (a) The Committee shall cause to be prepared and submitted to a meeting of the Committee at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act.
- (b) The Committee shall within forty-eight (48) hours after the meeting of the Committee of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Committee of the Club in relation to that statement to be exhibited in a conspicuous place on the Club's Notice Board for a continuous period of not less than twenty-eight (28) days.

AUDITOR

- 61(B). (a) A properly qualified Auditor or Auditors shall be appointed at a General Meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.
- (b) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.
- (c) If an Auditor is not appointed by the members at a duly convened General Meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
- (d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.

NOTICES

62. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of Notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the, ordinary course of post.
63. (a) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (i) Every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and
- (ii) The Auditor or Auditors for the time being of the Club.
- (b) No other person shall be entitled to receive notice of General Meetings.

INDEMNITY

64. Every member of the Committee, Secretary-Manager, and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability incurred by him in his capacity as Officer in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

REGISTERS

65. The Committee shall cause the following registers to be kept:
- (a) A Register of members setting forth the name in full, occupation and address of each member, specifying the class of member to which they belong and setting out the date of the latest payment by each member of their subscription.
 - (b) A register of Temporary members of the Club (other than Temporary members attending the Club for the purpose of taking part in an organised sport of competition) which shall record the name and address of each Temporary member and the date on which he entered as a Temporary member.
 - (c) A Guest Register of persons who shall be over the age of eighteen (18) years and who enter the premises of the Club as Guests of members. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the Register once.

GUESTS

66. (a) All members (excluding Temporary Members and Junior Members) shall have the privilege of introducing Guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.
- (b) 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.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any Guests they may introduce to the Club.

- (e) No member shall introduce any Guest more frequently or in greater numbers than may for the time being be provided by By-Law, nor shall he introduce any person as a Guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Committee of the Club.
- (f) The Committee shall have power to make By-Laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club.
- (g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Committee.

FINANCIAL YEAR

67. The financial year of the Club shall commence on the first day of May in one year and end on the thirtieth day of April in the next year.

CONSTITUTION

68. This Constitution 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 Constitution are inconsistent therewith and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.
69. (a) The Constitution may be altered or amended at a General Meeting by Special Resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
70. 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 payment of any reasonable fee that may be prescribed by the Committee.

Section 2:

MEMORANDUM OF ASSOCIATION of CURRARONG BOWLING AND RECREATION CLUB LIMITED

1. The name of the Company is the "Currarong Bowling and Recreation Club Limited" (hereinafter called "The Club").
2. The objects for which the Club is established are:
 - (a) To acquire and take over all of the assets and liabilities of the present unincorporated body known as the "Currarong Bowling and Recreation Club" and to carry on the objects of the said body.
 - (b) To provide bowling greens, courts and grounds at or near Currarong in the State of New South Wales and to lay out, prepare, construct and maintain such greens, courts and grounds for bowling and other purposes of the Club and to provide, construct, alter and maintain Club houses, pavilions and other conveniences in connection therewith.
 - (c) To encourage, foster and promote the game of bowls and such other sports, games, amusements, recreations, entertainments and pastimes, indoor and outdoor, as the Club shall deem expedient in the Currarong and surrounding district.
 - (d) To hold or arrange bowling and other matches, competitions and tournaments and to provide or contribute towards the provision of prizes, trophies, awards and distinctions.
 - (e) To provide for members and for members' guests, a bowling, social and sporting Club, with all the usual facilities of a Club, including residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities and other social amenities.
 - (f) To subscribe to, become a member of, and co-operate with any other Club, Association or Organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club or the establishing or promotion of which may be beneficial to the Club provided that no subscription be paid to any such other association or club out of the funds of the Club except bona fide in furtherance of the objects of the Club.

- (g) To raise money by entrance fees and subscriptions and to grant rights and privileges to subscribers and to make, rescind, annul, alter or vary rules and regulations as to eligibility for admission to and duration (including Life Membership) determination and suspension of membership of the Club; entrance fees and subscriptions payable in respect of such membership; Honorary Members and visitors; the rights and privileges to be accorded to and the qualifications restrictions and conditions to be attached to the members of the Club; arrangements with any other clubs or associations for reciprocal concession or otherwise; committees of members in connections with the management of the Club; the appointment, removal, qualification, duties, functions, powers and privileges of members of such committees and generally to manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
- (h) In furtherance of the objects of the Club, to buy, sell and deal in all kinds of apparatus and all kinds of provisions and refreshments, liquid and solid required by persons frequenting the Club's grounds or premises.
- (i) To carry on the business of caterers for the purpose of supplying refreshments, liquid or solid, to persons using or visitors to the Clubhouse grounds and premises of the Club and to apply for and take out and hold licences for the conduct of such business.
- (j) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to the terms of such trusts.
- (k) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (L) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (m) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public general or useful object.
- (n) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

- (o) To invest and deal with the moneys of the Club not immediately required in and upon such securities and investments and upon such terms and conditions as may from time to time be determined and from time to time to vary, renew and realise upon such securities and investments.
- (p) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performances of any debt liability contract guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase redeem or pay off any such securities.
- (q) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (r) In furtherance of the objects of the Club, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club provided always that notwithstanding anything herein contained or implied no portion of the premises of the Club which is covered by a Certificate of Registration under the Liquor Act, 1912 (as amended) shall be leased.
- (s) To take or hold mortgages, lines and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (t) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (u) In furtherance of the objects of the Club, to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 3 of this Memorandum.
- (v) In furtherance of the objects of the Club, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs or associations with which the Club is authorised to amalgamate.
- (w) To enter into a guarantee or bond for the benefit of the Club and to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for the purpose to give mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (x) To establish, support or aid in the establishment and support of association funds trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.

- (y) To make donations for patriotic or charitable purposes.
- (z) To make application for and obtain a Certificate of Registration of the Club under Part X of the Liquor Act 1912 (as amended) and from time to time to apply for and obtain a renewal of such Certificate of Registration and to make application for and obtain a Certificate under the Gaming and Betting Act 1912 as amended entitling the Club to operate poker machines and from time to time to apply for and obtain a renewal of such certificate.
- (aa) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

AND IT IS HEREBY DECLARED that in the interpretation of this Clause the meaning and effect of any object shall not be restricted by any other object and that each object shall be construed and have effect as an independent power and that the Clause is to be construed so as to widen and not restrict the powers of the Club. The Powers set forth in the Third Schedule to the Companies Act, 1961, shall not apply to the Club except insofar as they are included in this Clause 2.

3. The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper, remuneration to any officer or servant of the Club or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from a member of the Club for any of the purposes of the Club.
4. The Liability of the members is limited.
5. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while a member, or within one (1) year after ceasing to be a member, for payment of the debts and liabilities of the Club contracted before ceasing to be a member, and of the costs, charges, and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required, not exceeding Twenty-Five Dollars (\$25.00).
6. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution, and in default thereof by the Chief judge in equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
7. The registered office of the Club shall be situated at Walton Way, Currarong in the State of New South Wales or such other place in the said State as the Committee may from time to time determine.

8. The full names, addresses and occupations of the subscribers to the Memorandum of Association are:

George Henry WOODS; 41 Fishery Road, Currarong; Retired Farmer
Henry Elliott NELSON; 73 Walton Way, Currarong; Retired
James Alfred KAY; 37 Merimbula Street, Currarong; Retired
Frederick William COCKBURN; 15 Jervis Street, Currarong; Carpenter
Percy Reginald PARSONS; 32 Nowra Road, Currarong; Retired
Edward SMITH; 4 Lamond Street, Currarong; Retired
Maxwell James BIGWOOD; 9 Anchor Street, Currarong; Retired Electrical Contractor
Harold Henry MARTIN; 45 Walton Way, Currarong; Retired
Gordon William HILL; 116 Botany Street, Carlton; Foreman Mechanic
Frederick William FRASER; 72 Pile Street, Marrickville; Production Manager
Walter August BATTLE; 25 Gerringong Street, Currarong; Retired
Leslie John PRITCHARD; 7 Biora Street, Campsie; Tyre Merchant
William Henry WILLIAMS; 46 Warrain Crescent, Currarong; Retired

9. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum.

Witness to All Signatures:

DUDLEY MAXWELL NEWTON
(Secretary/Manager)
7 Yalwal Street, Currarong, 2540
D. M. Newton

Dated at Currarong this fourth day of November, 1971

