
ARTICLES OF ASSOCIATION OF WARRINGAH BOWLING CLUB LIMITED

ACN 000 014 219

DEFINITIONS AND INTERPRETATION

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

“Annual General Meeting”, means the Annual General Meeting held each year as required by the Corporations Law and these Articles

“Board” mean the Directors of the Club.

“By – laws” means the By – laws of the Club for the time being in force.

“Club” means Warringah Bowling Club Limited.

“Full member” means a person who is an Ordinary member or Life Member of the Club.

“Member” means a person who is a Full member, a Provisional Member, an Honorary Member or a Temporary Member of the Club.

“Month” means calendar month.

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Office of the Club” means the Registered Office for the time being of the Club.

“Officer” means an officer as defined in the Corporations Law.

“Registered Clubs Act” means the Registered Clubs Act, 1976.

“Written” or “in writing” includes printing lithography and other modes of reproducing and representing words in a visible form.

Words importing the singular number include the plural and vice versa.

Words importing any gender include every other gender.

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.

These Articles and the Memorandum of Association of the Club shall for the purposes of the Registered Clubs Act and for all purposes be deemed to be the rules of the Club.

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 clauses in these Articles nor limit or govern the construction of these Articles.

MEMBERSHIP

2. The number of Full members entitled to vote in respect of the election of the Board shall not be less than a majority of the total number of Full members.
 3. The Members of the Club shall consist of the following:
 - a. All persons who at the 2nd day of July, 1994 were members of the Club; and
 - b. Such other persons as the Board shall admit to membership in accordance with these Articles. (That other persons include both Natural and Corporate persons)
 4. The membership of the Club shall be divided into the following categories:
 - a. Ordinary members
 - b. Life members
 - c. Provisional members
 - d. Honorary members
 - e. Temporary members.
-
5. Ordinary membership of the Club consists of the following classes:
 - a. Bowling member
 - b. Associate Bowling Member
 - c. Card Playing Member
 - d. Social Member
 - e. Junior Member
 - f. Corporate Members
 6.
 - a) "Bowling Member" shall mean a person who having been elected a Bowling Member shall have paid the entrance fee (if any) and the applicable annual subscription or a person deemed to be a Bowling Member pursuant to Article 3(a). A Bowling Member shall be entitled to all privileges and advantages of the Club including the privilege of voting at General Meetings of the Club **PROVIDED THAT** a Bowling Member shall not be entitled to the privilege of playing lawn bowls on the greens of the Club or of representing the Club or any section of the Club in the game of lawn bowls unless that person has been admitted as a member of the men's bowling section or the women's bowling section of the Club, as the case may be. A person deemed to be a Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.
 - b) "Associate Bowling Member" shall mean a person who having been elected an Associate Bowling Member shall pay the entrance fee (if any) and the applicable

annual subscription or a person deemed to be an Associate Bowling Member pursuant to Article 3(a). An Associate Bowling Member shall be entitled to such privileges and advantages of that Club as the Board shall determine from time to time PROVIDED THAT an Associate Bowling Member shall not be entitled to the privilege of playing lawn bowls on the greens of the Club unless that person has admitted as a member of the men's bowling section or the women's bowling section of the Club as the case may be. An Associate Bowling Member shall not be entitled to represent the Club or a section of the Club in the game of lawn bowls. An Associate Bowling Member shall also be entitled to the social privileges and advantages of the Club. An Associate Bowling Member shall not be entitled to vote at General Meetings of the Club. A person deemed to be an Associate Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.

- c) "Card Playing Member" shall mean a person who having been elected a Card Playing Member shall pay the entrance fee (if any) and the applicable annual subscription. During each card playing session a Card Playing Member shall be entitled to the card playing privileges and advantages and to the social privileges and advantages of the Club. A Card Playing Member shall not be entitled to vote at General Meetings of the Club.
 - d) "Social Member" shall mean a person who having been elected a Social Member shall pay the entrance fee (if any) and the applicable annual subscription or a person deemed to be a Social Member pursuant to Article 3. A Social Member shall:
 - i. be entitled to the social privilege and advantages of the Club.
 - ii. be entitled to nominate a Social Member as a director of the Club,
 - iii. be entitled to attend General Meetings of the Club,
 - iv. be entitled to vote at General Meetings of the Club in relation to the business of electing a Social Member as a Director of the Club."
 - e) "Junior Member" shall mean a person under the age of eighteen (18) years who having been elected a Junior Member shall pay the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, a Junior Member shall be entitled to such playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at General Meetings of the Club.
 - f) Corporate Members shall mean a corporation governed by the Corporations Act 2001 or future replacing legislation, that having been elected a Corporate Member shall have paid an entrance fee (if any) and the applicable annual subscription. A Corporate Member shall have all the rights and privileges and advantages of a Bowling Member of the Club as specified in Art 6 (a) including the privileges of voting at General Meetings of the Club. However such Corporate Membership shall be limited to a maximum number of 10.
7. a) "Life Member" shall mean any member who, in consideration of long or meritorious service to the Club or for any other commendable reason, is elected at any General Meeting (including the Annual General Meeting) by at least three fourths of the members who being present and entitled to vote do so vote, as a Life member of the Club, provided that such nomination is made in writing by two Bowling or Life members and notice thereof has been given with the notice

convening the meeting and provided further that the Board has approved such nomination.

7. b. A Life member shall be entitled to all rights privileges and advantages to which a Bowling Member is entitled under these Articles.
7. c. A Life Member shall not be obliged to pay annual subscriptions.
8. a. "Provisional Member" means a person who has applied for admission as a Full member of the Club, has paid the annual subscription appropriate for the class of membership applied for, and is awaiting a decision on the application.
 - b. Unless the Board otherwise determines, a Provisional Member shall be entitled to the privileges and advantages of the Club to which a member of the class applied for would be entitled PROVIDED THAT a Provisional Member shall not be entitled to attend or vote at General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
 - c. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.
9. a) "Honorary Member" shall mean a person admitted as an Honorary Member of the Club in accordance with these Articles.
 - (b) The patron(s) of the Club is deemed to be Honorary member of the Club AND the following may at the discretion of the Board be admitted as Honorary Members of the Club:
 - i. any prominent citizen; or
 - ii. a local dignitary.
 - (c) Subject to Article 12, Honorary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes of the Club as determined by, or on the invitation of, the Board from time to time.
 - (d) Except in the case of patron(s) of the Club, the Board shall have power to determine the duration of the Honorary membership and to cancel the Honorary membership of any persons at any time without assigning reason.
 - (e) Subject to Article 12, an Honorary Member shall not be entitled to attend or vote at the General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
 - (f) Honorary Members shall not be obliged to pay any entrance fee and/ or annual subscriptions.
10. (a) "Temporary member" shall mean a person admitted as a Temporary Member in accordance with these Articles.
 - (b) The following persons may be admitted as Temporary Members of the Club:

- i. a person whose ordinary place of residence is not in New South Wales; or
 - ii. a person whose ordinary place of residence is more than 5 kilometres from the premises of the Club; or
 - iii. a member of another registered Club with similar objects to those of the Club; or
 - iv. a member of another registered club whose is attending the Club as provided by Section 30 (10) of the Registered Clubs Act.
 - (c) The Board may determine that Temporary Members, or a particular category of Temporary members, shall pay a temporary membership fee as determined by the Board from time to time.
 - (d) Section 30 (10) of the Registered Clubs Act applies to the Club and accordingly, a Full member of any other registered club who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purposes of participating in an organized sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when that person so attends the premises of the Club until the end of that day.
 - (e) Temporary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by the Board or the Secretary from time to time. A person who is a Temporary Member pursuant to Section 30 (10) of the Registered Clubs Act shall be entitled to participate in the organized sport or competition in which that person was invited to participate.
 - (f) Notwithstanding any other provision of this Article 10, the Board or the Secretary shall have the power to cancel the temporary membership of any person or refuse to admit any person (including, without limitation, a person referred to in Section 30 (10) of the Registered Clubs Act or a person who has been expelled as a member of, or refused admission as a member of , the Club or any other registered club) as a Temporary Member at any time without assigning any reason.
 - (g) A Temporary Member shall not be entitled to attend or vote at General Meetings of the Club or to be nominated, elected or appointed as an officer of the Club.
11. No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Temporary Member as provided in Section 30 (10) of the Registered Clubs Act or as a Junior Member.
12. Patrons may be appointed from time to time by the members in General Meeting and they shall thereupon be deemed to be Honorary members of the Club provided that any patron who is a Full member of the Club shall also be entitled to exercise all the privileges and advantages of such membership. Patrons will cease to be patrons upon expiration of the period of appointment and may, prior to that time, be removed by the members in General Meeting.

ADMISSION OF MEMBERS

13. (a) Candidates for ordinary membership of the Club shall be proposed by one (1) Bowling Member or Life Member and seconded by another Bowling Member or Life Member of the Club. The nomination form shall set out the full name, address and occupation of the nominee and the class of ordinary membership to which the nominee wishes to be admitted and shall be in the form and contain such further particulars as are from time to time determined by the Board. The nomination form shall be signed by the proposer and seconder and nominee.
- (b) The application for ordinary membership may (and shall, if required under By-law), be accompanied by the amount of the entrance fee (if any) and applicable annual subscription.
- (c) The application for ordinary membership and, if applicable, the amount of the entrance fee (if any) and the applicable annual subscription, shall be lodged with the Secretary PROVIDED THAT the Secretary may in his or her discretion (and will, if so directed by the Board) refuse to accept payment of the entrance fee (if any) and the applicable annual subscription with the application in any case without giving any reason for such refusal. Particulars of the nomination for ordinary membership shall be posted on the Notice Board and shall remain posted for at least seven (7) days prior to the date of the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of any candidate.
- (e) The election of ordinary members shall be by the Board at a meeting or meetings duly convened. A majority of three fourths of the Directors present and voting shall be required for the election of an ordinary member. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected.
- (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount of any entrance fee and annual subscription lodged with the application.
- (g) The Board shall have the power to make By-laws regulating all matters in connection with election of a member not otherwise provided by these Articles.
14. (a) The Secretary shall forthwith advise such nominee of the nominee's election. Upon such election and payment of any unpaid fees and/or annual subscription specified in the account rendered to the nominee with the notice of election the nominee shall become a member of the Club and will be bound by the Memorandum and Articles of Association and the By-laws of the Club.

(b) Every person elected to membership shall be required to pay within one (1) month of the date of notice of election any unpaid fees and/or annual subscription specified in the account rendered to that person with the notice of election failing which payment the election shall be null and void.

TRANSFER OF MEMBERSHIP

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

CESSATION OF MEMBERSHIP

16. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club but such member shall continue to be liable for any moneys due to the Club at the date of his resignation.
17. (a) If a member shall willfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render that member unfit for membership the Board shall have the power by resolution to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member PROVIDED THAT:
- i. At least seven (7) days before the meeting at which any such resolution is passed the member concerned shall have been notified in writing by certified post sent to the member's registered address of the intention of the Board to consider the matter (which notice shall include short particulars of the charge against the member and shall also include short details of the range of potential penalties if the member is found guilty) and requested to be present at the meeting.
 - ii. At the meeting the member shall, before any such resolution is moved, have had an opportunity of presenting in writing or orally any explanation or defense that the member may think fit PROVIDED THAT if the member fails to attend at the time and place specified the matter may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding.
 - iii. If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have had an opportunity to address the Board on the penalty to be imposed.

- iv. The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
 - v. Any resolution under this Article shall be by secret ballot and passed by not less than two thirds of the members of the Board present at such meeting.
 - vi. The member is notified of the decision of the Board in writing by certified post sent to his registered address.
- (b) Any resolution of the Board pursuant to paragraph (a) shall be final and need not state the grounds, facts or opinions upon which it is based.
- (c) No member dealt with in accordance with this Article 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 the reform or relating thereto.
- (d) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
18. Every person ceasing to be a member of the Club whether by resignation, expulsion, death, neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.

ADDRESS OF MEMBERS

19. Every member shall on becoming a member furnish to the Secretary particulars of the member's address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address within said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND OF GUESTS

- 20 (a) The Club shall keep a register of:
- i. Full members, which shall have entered in it the full name, the occupation and the address of each Full member and, if that member is an Ordinary member, the date on which the member last paid his or her annual subscription; and
 - ii. Honorary Members, which shall have entered in it the Full name or the surname and initials, and the address, of each Honorary Member; and
 - iii. Temporary Members (other than Temporary Members referred to in Section 30 (10) of the Registered Clubs Act), which shall have entered in it the full name or the surname and initials, and the address of each Temporary Member; and

- iv. Temporary Members (other than Temporary Members referred to in Section 30 (10) of the Registered Clubs Act) who attend the Club each day [either as a separate register or as part of the register referred to in sub-paragraph (iii)]; and
- v. Guests of a Full Member, a Provisional Member or an Honorary Member, which shall have entered in it on each occasion on any day on which a person of or above the age of eighteen (18) years enters the premises of the Club as the guest of such member, the full name or the surname and initials and the address of that guest and the date of that day and which shall be signed by that Member.

VOTES OF MEMBERS

- 21. (a) Only the following members shall be entitled to vote at any General Meetings of the Club:
 - i. Bowling Members
 - ii. Life Members
 - iii. *Removed 13.11.2016*
 - (b) Every Member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
 - (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
22. No member shall be entitled to attend or vote at any General Meeting of the Club unless that member shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting.

SUBSCRIPTIONS AND ENTRANCE FEE

- 23. The annual subscription payable by each class of ordinary members shall be such amount not being less than \$2.00, as shall be determined by the Board from time to time.
- 24. (a) The annual subscriptions shall fall due on the first day of July in each year and shall be paid annually in advance.
 - (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and the member may be disqualified from all Club competitions in which the member may be participating.
 - (c) Members may be given the opportunity of paying two or more years in advance on a sliding scale at rates determined by the Board from time to time.
- 25. The Board may at time to time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board

- varying if thought fit for each class of membership. A person nominated for ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
26. All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the first day of August in any year shall be liable to pay the subscription payable for the then current financial year on a pro rata basis.
27. The Board at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee or other fees chargeable to any member under any special circumstances that may arise.

BOARD OF DIRECTORS

(APPOINTMENT, REMOVAL AND RENUMERATION)

28. *(Replaced 13.11.2016)* The Board shall consist of seven (7) Directors which shall comprise a Chairman and six (6) other Directors. The current presidents of the Men's and Women's clubs shall be ex officio directors.
29. (a) All Directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Articles and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.
- (c) The term of office of a Director shall commence at the conclusion of the Annual General Meeting at which that Director is elected or deemed to be elected or, in the case of a Director who is appointed, at the time of such appointment.
- (d) At the first meeting of the Board after each Annual General Meeting the Directors shall appoint one (1) of their number (not being the Chairperson) to be the Deputy Chairman for the ensuing year.
30. (a) Bowling members and Life Members shall be entitled to be nominated, elected or appointed to the Board provided that they have been a financial member of the club for three (3) consecutive years at the time of such nomination.
- (b) *Removed 13.11.2016*
- (c) A Member who is a key official or a former key official, as each of those expressions are defined in the Registered Clubs Act, and who has not been granted exemption under the Registered Clubs Act, shall not be eligible to be nominated, elected or appointed to the Board.
- (d) A member shall not be entitled to be nominated, elected or appointed to the Board unless that member shall have been a financial member of the club for three (3) consecutive years at the time of such nomination, election or appointment.
32. (a) *Removed 13.11.2016*

(b) The nomination shall specify the position on the Board for which the nominee is nominated.

(c) Any eligible member pursuant to this Article 32A may be nominated for more than one (1) position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be the order appearing in Article 28.

(d) Nominations shall cease at 4pm on the date that is twenty one (21) days prior to the date of the Annual General Meeting.

33. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and the candidate's proposers on the Notice Board.

34. (a) If the full number of candidates for the various positions on the Board is not nominated as prescribed then, subject to paragraph (b), those candidates who are nominated shall be deemed to be duly elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the positions not so filled. If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.

(b) If, after the closing of nominations one (1) or more candidates for a position on the Board withdraws or becomes ineligible or unavailable for election to that position and such withdrawal, unavailability or ineligibility would, pursuant to paragraph (a) thereby eliminate the need for an election for that position then, notwithstanding the provisions of paragraph (a), further nominations for that position shall be called for at the Annual General Meeting prior to the election for that position.

(c) The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws or these Articles so provide, a ballot for election of Directors may be conducted at the Club's premises during the specified period immediately preceding

the date of the Annual General Meeting or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.

(d) If there shall not be sufficient nominations for any position on the Board as hereinbefore provided, then the Board may appoint any eligible Full member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.

(e) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Articles.

35. In addition to the circumstances in which the office of a Director becomes vacant by the virtue of Corporations Law or the Registered Clubs Act, the office of a Director becomes vacant if the Director –
- a) 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;
 - b) Resigns from office by notice in writing to the Club;
 - c) Is absent from three (3) consecutive Board meetings without leave of absence.
36. The Board may at any time appoint any eligible Full member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.
37. The Club may by a resolution of members entitled to vote at a Annual General Meeting remove any Director or all Directors before the expiration of their period of office and appoint another Director or Directors as the case may be in their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if that Director had not been so removed.
38. Except as permitted by the Registered Clubs Act and by the Memorandum of Association, no Director shall receive remuneration for his services in his capacity as a Director.

BOARD OF DIRECTORS

(POWERS AND DUTIES)

39. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles, the Corporations Law or the

Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:

(a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of members (including, without limiting the generality of the foregoing, a committee elected for the purpose of organizing and supervising the playing of the game of bowls by male/female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing of such committee, the quorum of all committees shall consist of a majority of the members of such committee.

(b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(c) To engage, appoint control, remove, discharge, suspend and dismiss such managers, secretaries, representatives, agents, and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.

(d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it shall think fit.

(e) To secure the fulfillment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques, bills of exchange, promissory notes and other documents or instruments.

(h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club in such manner (with or without security) as the Board may think fit and from time to time vary or realize such investments.

(i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks and either charged

upon all or any of the Club's property both present and future or not so charged. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club AND with the sanction of a General Meeting of the Club to lease, demise, exchange or sell all or any of the lands and building or other property or rights to which the Club may be entitled from time to time PROVIDED THAT , where such consent is required, the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without consent of the Licensing Court being obtained.

(k) Subject to the Registered Club's Act, to fix the maximum number of each class of ordinary members who may be admitted to the Club.

(l) Subject to the Registered Clubs Act, to impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and / or amenities and / or facilities therein contained or relating to their conduct behavior clothing and dress whilst on said premises.

(m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and / or in the name of the Club and or with reference to an association or connection with the Club.

(n) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.

(o) To pay out of pocket expenses that are of a kind authorized by a current resolution of the Board and are reasonably incurred by a member of the Club or by the Secretary or any other employee, in the course of carrying out his or her duties in relation to the Club.

(p) From time to time to 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 any way in relation thereto and in particular but not exclusively it may by By-law regulate:-

(i) Such matters as it is specifically by these Articles empowered to do.

(ii) The general management control and trading activities of the Club.

(iii) The control and management of the Club premises.

(iv) Subject to any then current delegation to a section of the Club, the management and control of play and dress on the greens and other sporting areas.

(v) The upkeep and control of the greens and other sporting areas.

- (vi) Subject to any then current delegation to a section of the Club, the control and management of all competitions.
 - (vii) The conduct of members and guests of members.
 - (viii) The relationship between members and Club servants.
 - (ix) 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, the Corporations Law or the Registered Clubs Act are not reserved for decision by the Club in general meeting.
40. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.

BOARD OF DIRECTORS

(PROCEEDINGS)

41. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be four (4) members of the board.
42. The Chairperson may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
43. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
44. The Chairperson of the Board shall if present preside at all meetings of the Board. In the Chairperson's absence or if the Chairperson shall be unwilling to act the Deputy Chairperson shall preside and in event of both the Chairperson and the Deputy Chairperson being absent or unwilling to act, the meeting shall elect a member of the Board to be Chairperson of the meeting. The Chairperson of such meeting shall In the case of an equality of votes have a casting vote in addition to a deliberative vote.
45. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
- 46 (a) If all Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in a document, a resolution in

those terms shall be deemed to have passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

(b) For the purposes of paragraph (a), two (2) or more separate documents containing statements in identical terms each of which is signed by one (1) or more Directors shall together be deemed to constitute one Document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

(c) A reference in paragraph (a) to all Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on a resolution.

47. All acts done by any meetings of the Board or by any person acting as a Director are, notwithstanding that it is afterwards that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

48. No officer shall be disqualified by his office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any officer shall in any way be interested be avoided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangements by reason only of such officer holding that office or of the fiduciary relationship thereby established but it shall be the duty of the officer to declare the nature of the officer's interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or if the officer was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after the officer becomes so interested. A general notice is given to the Board by an officer to the effect that the officer 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 a sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangement. An officer shall not be deemed to be interested or to have been at any time 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 the officer has guaranteed or joined in guaranteeing payment of such loan or any part of such loan. Nothing in this Article shall be construed so as to limit or restrict in any way the provisions of the Corporations Law or of the Registered Clubs Act including, without limitation, Section 39 of the Registered Clubs Act.

MEETINGS OF MEMBERS

49. The Annual General Meeting of the Club shall be held within five (5) months after the conclusion of each financial year at such time and place as may be determined by the Board. At least fourteen (14) days written notice of the Annual General Meeting shall be given to each member of the Club entitled to attend and vote at such meeting.
50. A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairperson or the Board and shall be called by the Secretary upon receipt by the Secretary of a requisition (which need not be in one document) signed by not less than 5% of the total number of Bowling Members and Life Member stating the business to be considered. The date of such meeting shall be within two (2) months of deposit of the requisition and if the Board does not, within twenty one (21) days of the deposit of the requisition, proceed to convene the meeting the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register and any other records necessary for the purpose of calling the meeting.
51. Every notice convening a General Meeting (including the Annual General Meeting) shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the Corporations Law or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
52. The accidental omission to give notice of a general meeting to, or the non receipt of notice of a General Meeting by, any member shall not invalidate the proceedings of the meeting.
53. The period of notice in respect of a General Meeting (including an Annual General Meeting) shall be at least twenty one (21) days except in the case of a meeting convened for the purpose of passing, or for purposes which include the passing of, a Special Resolution in which event the period of notice shall be at least twenty one (21) days.
54. Notice of the date and time and place for each Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Notice Board at least forty two (42) days prior to the date fixed for such Annual General Meeting.
55. No business shall be transacted at a General Meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Twenty (20) Bowling members and/ or Life Members shall constitute a quorum at such meeting.
56. If a quorum is not present within half an hour from the time appointed for the meeting:-
 - (a) where the meeting was convened upon requisition of members – the meeting shall be dissolved; or

- (b) in any other case:-
 - i. The meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - ii. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
- 57. The business of the Annual General Meeting shall be as follows:
 - (a) To confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive and consider the reports of the Board.
 - (c) To receive and consider the Balance sheet, Profit and Loss Account and the report of the Auditor.
 - (d) To elect the Directors to hold office in accordance with these Articles or, in the event of the proviso to Article 34(c) applying, to declare the result of the election of Directors to hold office in accordance with these Articles and, if necessary, to elect further Directors.
 - (e) To approve honoraria (if any).
 - (f) To deal with any business of which due notice has been given.
- 58. All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and received by the Secretary at least twenty eight (28) days prior to the date of such meeting.
- 59. The Chairperson shall preside at all General Meetings of the Club. In the Chairperson's absence or if the Chairperson shall be unwilling to act the Deputy Chairperson shall preside and in the event of both the Chairperson and the Deputy Chairperson being absent or unwilling to act the members of the Board present shall elect a Director to be chairperson of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a Chairperson of the meeting.
- 60. Every question or motion submitted to a General Meeting of the Club shall be decided by a show of hands unless either before or forthwith upon a declaration of the result of the show of hands, a poll is demanded by the chairperson or by at least five (5) members present and entitled to vote. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which the chairperson is entitled as a member.
- 61. At any meeting unless a poll is demanded as provided in Article 60, a declaration by the chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of 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 such resolution.

62. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result 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. In case of any dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and such determination made in good faith shall be final and conclusive .
63. The chairperson of the meeting 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 adjournment took place.
64. (a) 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.
(b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
66. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
 - (a) Of all appointments of officers made by the Club;
 - (b) Of the number of members present and voting at General Meetings of the Club;
 - (c) Of all resolutions and proceedings at all General Meetings of the Club.

FINANCIAL YEAR

67. The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the next year.

ACCOUNTS AND AUDIT

68. The Board shall cause correct and proper accounts and records to be kept with respect to all monetary and all other transactions of the Club in accordance with the Corporations Law and the Registered Clubs Act.
69. The Board shall:
- (a) cause to be prepared and submitted to a meeting of the Board 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.
70. The books of the account shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
71. (a) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
- (b) The report of the Board referred to in paragraph (a) shall comply with the requirements of the Corporations Law and The Registered Clubs Act.
 - (c) At least twenty four (24) days before the date of the Annual General Meeting a copy of the Balance Sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board shall be served personally or by post on each member entitled to vote at meetings of the Club and shall be posted on the Notice Board.

AUDITORS

72. An Auditor shall be appointed and the Auditor's duties shall be regulated in accordance with the provisions of the Registered Clubs Act and The Corporations Law.

SECRETARY AND TREASURER

73. (a) The Board shall appoint a person to be the Secretary of the Club.
- (b) The Board may determine the experience, skills, competence, training and other qualifications required for the Secretary of the Club.
 - (c) The Board may appoint a person to be the Treasurer of the Club.
 - (d) The Board may determine the experience, skills, competence, training and other qualifications required for the Treasurer of the Club.

(e) The Secretary (subject to his/her statutory responsibilities) and the Treasurer shall be responsible to the Board through the Chairperson”

GUESTS

74. (a) A guest of a Full member, a Provisional member or an Honorary Member may have the use of the Club’s social facilities and such of the Club’s other facilities as the Board or the Secretary may determine from time to time.
- (b) For the purposes of the Articles “guest”, in relation to a Full member, a Provisional Member or an Honorary Member, means a person:
- (i) whose name and address, countersigned by that Member, are entered in the register kept for the purpose by the Club; and
 - (ii) who, at all times while on the Club premises, remains in the reasonable company of that Member; and
 - (iii) who does not remain on the Club premises any longer than that Member.
- (c) No Full member, Provisional Member or Honorary Member shall introduce a guest more frequently than may for the time being be provided by By law and that Member shall be responsible for the conduct of his or her guest.
- (d) Except as otherwise permitted by the Registered Clubs Act, no liquor shall be sold supplied or disposed of on the premises of the Club except to a Member or a guest.
- (e) The Board or the Secretary may refuse a guest admission to, or require a guest leave, the Club premises (or any part thereof) without assigning any reason.

SEAL

75. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of a Director who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board. Notices

NOTICES

76. A notice may be given by the Club to any member either personally or by sending it by post to that member at the member's registered address. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected, in the case of a notice convening a meeting, on the day following that on which the notice would have been delivered in the ordinary course of post. If a member has not supplied to the Club an address within the said State for the giving of notices to that member a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty four (24) hours after it is so posted up.

INSPECTION OF RECORDS

77. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by By law or authorised by the Board or by the Club in General Meeting.

OFFICERS ETC - INDEMNITY AND INSURANCES

78. (a) Any person who is or has been an officer (as defined in Section 241 (4) of the Corporations Law), an auditor or a member of a committee or sub-committee of the Club may, if the Board so determines, be indemnified out of the property of the Club or a related body corporate (as that term is defined in the Corporations Law) of the Club, incurred by that person as such officer, auditor, committee member or sub-committee, where such liability:
- (i) Is not liability arising out of conduct involving a lack of good faith; and
 - (ii) Is incurred on or after 15 April, 1994.
- (b) A person who is or has been an officer (as defined in Section 241 (4) of the Corporations Law) an auditor or a member of a committee or sub-committee of the Club may, if the Board so determines, be indemnified out of the property of the Club against a liability for costs and expenses incurred by the person as such officer, auditor, committee member or sub-committee member:
- (i) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) In connection with an application, in relation to such proceedings in which the Court grants relief to the person under the Corporations Law.

(c) The Club may pay a premium in respect of a contract insuring a person who is or has been an officer (as defined in Section 241 (4) of the Corporations Law) or auditor of the Club against a liability incurred by the person as such an officer or auditor being a liability not arising out of conduct involving:

- i. A willful breach of duty in relation to the Club; or
- ii. Without limiting (i) above, a contravention of Section 232 (5) or Section 232 (6) of the Corporations Law.

(d) The Club may pay a premium for a contract insuring a person who is or has been an officer (as defined in Section 241 (4) of the Corporations Law) , an auditor or a member of a committee or sub-committee of the Club against a liability for costs and expenses incurred by the person as such officer, auditor, committee member or sub-committee member in defending proceedings, whether civil or criminal and whatever the outcome.

BOWLS AND OTHER SPORTS SECTIONS OF THE CLUB

79. (a) Subject to such reasonable conditions as the Board may determine, the Board shall permit the members of the Club to form sections within the Club for the purpose of organizing and supervising the playing the game of lawn bowls and of other sports by members of the Club.

(b) The sections of the Club referred to in paragraph (a) shall include the following:

- (i) The men's bowls section known or to be known as "Warringah Bowling Club";
- (ii) The women's bowls section known or to be known as "Warringah Women's Bowling Club"
- (iii) The diggers section
- (iv) The card playing section.

(c) Each section of the Club as referred to in this Article 79 shall, subject to the approval of the Board (which approval shall not be unreasonably withheld), continue with the adoption of or adopt a constitution which includes or shall include such provisions relating to the activities of the section as the Board may reasonably require including, without limitation, provisions requiring the section to provide regular reports and financial information to the Board.

80. The Club shall keep and maintain in first class condition such number of bowling green's as may be required from time to time to meet the reasonable requirements of the men's bowling section and the women's bowling section including, without limitation, the engagement by the Club of the services of a qualified greenkeeper or greenkeepers for that purpose.