



# CONSTITUTION

**Warringah Bowling Club Ltd ABN  
85 000 014 219**

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[Acknowledgement - Substantive provisions in the attached have been adapted or re-imagined from draft provided to the Club by Pigott Stinson]

## Contents

<b>1</b>	<b>Preliminary</b>	<b>1</b>
1.1	Name of the Company	1
1.2	Foundational	1
1.3	Purposes	1
1.4	Constitution replaces rules	1
1.5	Member's guarantee	1
1.6	Members and Directors bound	1
1.7	Applicable laws	2
<b>2</b>	<b>Definitions and Interpretation</b>	<b>2</b>
2.1	Definitions	2
2.2	Interpretation	5
2.3	Notices and communications	6
<b>3</b>	<b>Objects and Powers</b>	<b>7</b>
3.1	Objects	7
3.2	Powers	7
<b>4</b>	<b>Club's Property and Income</b>	<b>7</b>
4.1	Apply only towards Objects	7
4.2	Benefits to all <i>full members</i>	7
4.3	Benefits to Directors are limited	8
4.4	No payments in connection with liquor or gaming	8
<b>5</b>	<b>Memberships</b>	<b>8</b>
5.1	Full Members	8
5.2	Membership entitlements	9
5.3	Bowling Members	9
5.4	Loyalty Members	9
5.5	Social Members	9
5.6	Junior Members	10
5.7	Life Members	10
5.9	Patrons	12
5.10	Election to <i>membership</i>	12
5.11	Joining fees, subscriptions and levies	13
5.12	Registers of Members and guests	13
5.13	Transfers of memberships	13
5.14	Non-Financial or Ineligible Members	13
5.15	Resignation and cessation of Membership	14
5.16	Guests	14
<b>6</b>	<b>Board of Directors</b>	<b>15</b>
6.1	Composition of the Board	15
6.2	Election of the Board – the “Triennial Rule”	15
6.3	Eligibility (to become a Director)	16
6.4	Election of Board - Procedures	16
6.5	Board vacancies	17
6.6	Removal from office (of Director)	18
6.7	Powers of the Board	18
6.8	By-Laws	18

6.9	Committees	19
6.10	Sub clubs	19
6.11	Proceedings of the Board	21
6.12	Material personal interests (of Directors)	22
<b>7</b>	<b>General Meetings</b>	<b>22</b>
7.1	Calling and holding	22
7.2	Notice of general meetings	24
7.3	Annual general meetings	24
7.4	Auditor at general meetings	24
7.5	Chair at general meetings	25
7.6	Attendance and voting at general meetings	25
7.7	Quorum for general meetings	26
7.8	Adjournments	27
<b>8</b>	<b>Members resolutions and statements</b>	<b>27</b>
<b>9</b>	<b>Amendments to Constitution</b>	<b>28</b>
<b>10</b>	<b>Registered Clubs Accountability Code</b>	<b>28</b>
10.1	Must comply	28
10.2	Contracts with <i>top executives</i>	28
10.3	Commercial arrangements	28
<b>11</b>	<b>Minutes of the Club</b>	<b>30</b>
<b>12</b>	<b>Accounts and Auditor</b>	<b>30</b>
12.1	Keep proper accounts	30
12.2	Keeping the books	31
12.3	Reporting	31
12.4	Financial year	31
12.5	Auditors	31
<b>13</b>	<b>Secretary</b>	<b>31</b>
<b>14</b>	<b>On amalgamation</b>	<b>31</b>
<b>15</b>	<b>Application of property on dissolution</b>	<b>32</b>
<b>16</b>	<b>Execution of documents</b>	<b>32</b>
<b>17</b>	<b>Indemnity to (Club) officers</b>	<b>32</b>
<b>18</b>	<b>Interpretation of Constitution</b>	<b>32</b>
<b>Schedule 1 – Registered Clubs Act, Schedule 4 (Triennial rule)</b>		<b>1</b>
	Registered Clubs Act, Schedule 4 - Rules for election to governing body for term of 3 years	1

## **1 Preliminary**

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### **1.1 Name of the Company**

The name of the Company is Warringah Bowling Club Ltd.

### **1.2 Foundational**

- (a) The Company is a company limited by guarantee and is a non-proprietary company.
- (b) The liability of the *members* is limited.

### **1.3 Purposes**

The Company is established for the purposes set out in this Constitution.

### **1.4 Constitution replaces rules**

Pursuant to Section 135(2) of the Corporations Act, all replaceable rules referred to in the Corporations Act are displaced or modified as provided in this Constitution.

### **1.5 Member's guarantee**

- (a) Each *member* undertakes to contribute an amount not exceeding Two Dollars (\$2.00) if the Club is wound up:
  - (i) while they are a *member* of the Club; or
  - (ii) within one year of the date that they cease to be a *member*.
- (b) The contribution referred to in paragraph (a) is for the:
  - (i) payment of the debts and liabilities of the Club contracted before the *member* ceased to be a *member*; and
  - (ii) costs, charges and expenses of winding up.

### **1.6 Members and Directors bound**

- (a) Every *member* is bound by and must comply with the Constitution and By-laws of the Club and any other applicable determination, resolution or policy which may be made or passed by the Board.
- (b) The Constitution and By-laws of the Club have effect as a contract between:
  - (i) the Club and each Member; and
  - (ii) the Club and each Director; and
  - (iii) each Member and each other Member,

under which each person agrees to observe and perform the Constitution and By-laws so far as they apply to that person.

#### *Copies of the Constitution*

- (c) On request being made to the Secretary, a copy of the Constitution of the Club is to be supplied to a *member*, and if required by the Secretary from that *member*, on payment of any fee that may be prescribed by the Corporations Act.

## 1.7 Applicable laws

The Club must abide by the laws applicable to Australian corporations and registered clubs in New South Wales, including in connection with the sale and consumption of liquor and the operation of gaming machines, on the Club's premises, and including conditions of the liquor and gaming licences that the Club holds from time to time.<sup>1</sup>

## 2 Definitions and Interpretation

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### 2.1 Definitions

Unless the context requires otherwise or is stated, the following definitions apply, and *italicised* words and expressions, including those defined in the Corporations Act, in the Registered Clubs Act, or in the Regulation, have their ascribed meanings.

<b>Annual General Meeting</b>	means the Annual General Meeting held each year as required by the Corporations Act and this Constitution
<b>Board</b>	means the board of Directors of the Club from time to time, as that is constituted in accordance with this Constitution.
<b>Board Appointed Director</b>	means a person appointed to the Board pursuant to Rule 6.1(b), the Corporations Act, the Registered Clubs Act and Regulation, but does not include a person who is appointed to the Board to fill a casual vacancy in accordance with Rule 6.5(c) of this Constitution.
<b>By-Laws</b>	mean the By-laws made in accordance with this Constitution.
<b>Chairperson</b>	means the chair of the Board from time to time, and where the context permits, the person appointed in accordance with this Constitution to chair a relevant meeting, including a <i>general meeting</i> .
<b>Club and Company</b>	means Warringah Bowling Club Ltd ABN 85 000 014 219.
<b>Club Notice Board</b>	means a notice board designated for the purpose located in a conspicuous place within the Club's premises, and if not prohibited under an applicable law, includes the Club's website.
<b>Constitution</b>	means this Constitution, as it may be amended in accordance with its terms.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth) including any regulation made under the Corporations Act 2001.
<b>Director and director</b>	means a director of the Club, including the Chairperson and Deputy Chairperson.
<b>Elected</b>	means admitted to Full Membership in accordance with Rule 5.10 (Election to <i>membership</i> ) and otherwise in accordance with s.30(1)(g) of the Registered Clubs Act. <sup>2</sup>

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<sup>1</sup> See Appendix for list of substantive applicable legislation (to the Club), extracted from 'Clubs NSW' publication.

<sup>2</sup> Registered Clubs Act s.30(1)(g); extract in Appendix.

<b>Eligible Member</b>	in connection with voting in general meetings of the Club, and voting on Special Resolutions, means a Full Member who, at the time of voting, is not Ineligible. <sup>3</sup>
<b>Financial Member</b>	means a Full Member who has paid all joining fees, subscriptions (including renewal subscriptions), levies and other payments then due to the Club in connection with their <i>membership</i> .
<b>Full Member</b>	<p>means a '<i>full member</i>'<sup>4</sup> (of the Club), being a person who is either a '<i>life member</i>', or an '<i>ordinary member</i>'<sup>5</sup> elected into one of the other categories of Full Membership described in Rule 5.1(a), namely:</p> <ul style="list-style-type: none"> <li>(a) 'Bowling Member'; or</li> <li>(b) 'Loyalty Member'; or</li> <li>(c) 'Social Member'; or</li> <li>(d) 'Junior Member,</li> </ul> <p>but the expression excludes any '<i>provisional member</i>', any '<i>honorary member</i>' and any '<i>temporary member</i>'.</p>
<b>Gaming Machines Act</b>	means the Gaming Machines Act 2001 including any regulation made under the Gaming Machines Act 2001.
<b>Ineligible</b>	<p>means a <i>member</i> (or any person, including a proposed guest) that at the relevant time:</p> <ul style="list-style-type: none"> <li>(a) is not a Full Member (such as any '<i>provisional member</i>', any '<i>honorary member</i>' or any '<i>temporary member</i>'); or</li> <li>(b) is not a Financial Member; or</li> <li>(c) has been expelled or suspended from the Club (including that their <i>membership</i> has been suspended) pursuant any Rule or an applicable By-Law (including for disciplinary matters); or</li> <li>(d) is refused admission to the Club, or has been turned out of the Club, pursuant to any law (including the Liquor Act), any Rule or applicable By-Law; or</li> <li>(e) who is otherwise restricted by this Constitution from exercising a specific right or privilege of membership,</li> </ul> <p>and for the purposes of standing for election to the Board, the expression extends to include if the <i>member</i>.</p> <ul style="list-style-type: none"> <li>(f) is an employee (of the Club); or</li> </ul>

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<sup>3</sup> Registered Clubs Regulation 30 definition of "voting member"; extract in Appendix.

<sup>4</sup> Registered Clubs Act s.4(1) definition of "full member"; extract in Appendix.

<sup>5</sup> Registered Clubs Act s.4(1) definition of "ordinary member"; extract in Appendix.

- (g) is of unsound mind or whose person or estate is liable to be dealt with any way under laws relating to mental health; or
- (h) has been convicted of an indictable offence (irrespective of whether or not a conviction was actually recorded), not including a 'spent conviction' (as defined in the Criminal Records Act 1991); or
- (i) has been expelled or suspended from the Club (including that their *membership* has been suspended) pursuant any Rule or an applicable By-Law (including for disciplinary matters) within the three (3) years immediately prior to the date of proposed election or appointment; or
- (j) was a former employee of the Club, or an employee of any club that has amalgamated with the Club, within the period of three (3) years prior to the nomination, or proposed election or appointment to the Board; or
- (k) is a director of another registered club within the same Local Government area the Club.

<b>Liquor Act</b>	means the Liquor Act 2007 including any regulation made under the Liquor Act 2007.
<b>Member</b>	has the meaning ascribed under the Registered Clubs Act. <sup>6</sup>
<b>Month</b>	means a calendar month.
<b>Objects</b>	mean the objects and purposes described in Rule 3.1 (Objects).
<b>Office</b>	means the general administrative office of the Club.
<b>ordinary resolution</b>	requires a simple majority (more than 50% of votes cast in favour) to pass. <sup>7</sup>
<b>Quarter</b>	means a period of three (3) months ending on 31 March, 30 June, 30 September and 31 December in any calendar year.
<b>Registered Clubs Act</b>	means the Registered Clubs Act 1976 (NSW), including any regulations made under the Registered Clubs Act 1976.
<b>Regulation</b>	means the Registered Clubs Regulation 2015 (NSW), including any bylaw made under the Registered Clubs Regulation 2015.
<b>Rules</b>	mean the rules set out in and comprising this Constitution.

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<sup>6</sup> Registered Clubs Act s.4(1) definition of "member"; extract in Appendix.

<sup>7</sup> per ASIC.gov.au website – "Ordinary resolutions are not specifically defined in the Corporations Act and need only a simple majority (i.e. more than 50% of votes cast in favour) to pass. Some decisions that may only require an ordinary resolution include: \* election/re-election of directors; \* appointment of an auditor; \* acceptance of reports at the general meeting"

<b>Secretary</b>	includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the “Secretary Manager” of the Club for the purpose of the Registered Clubs Act.
<b>Schedule</b>	means the Schedule to this Constitution
<b>Special Resolution</b>	has the meaning ascribed under the Corporations Act <sup>8</sup> .
<b>Sub club</b>	means any sub club that has been established (at the date of this Constitution), or pursuant to a resolution of the Board under Rule 6.10, is established by the Club.

## 2.2 Interpretation

- (a) Headings (and sub-headings), the Appendix (of Legislative provisions and Legislation), and footnotes are for convenience only and do not affect interpretation. The Schedule is incorporated by reference into this Constitution.
- (b) Unless the context requires otherwise, in this document:
- (i) labels used for definitions are for convenience only and do not affect interpretation;
  - (ii) words indicating persons or parties, include corporations and other legal entities;
  - (iii) words indicating the singular also include the plural and words indicating the plural include the singular;
  - (iv) provisions including the word *agree*, *agreed* or *agreement* require the agreement to be recorded in writing;
  - (v) *written* or *in writing* means hand-written, type-written, printed or electronically made, and resulting in a permanent record;
  - (vi) a reference to any legislation includes regulations under it and any consolidations, amendments, re-enactments or replacements of any of them;
  - (vii) a reference to regulations includes instruments of a legislative character under legislation, including regulations, rules, by-laws, ordinances and proclamations;
  - (viii) *including* (and like expressions) must be interpreted as if followed by “without limitation”;
  - (ix) a reference to any thing (including an amount) is a reference to the whole and each part of it;
  - (x) a word which suggests one gender, includes any other gender, and vice versa;
  - (xi) if a word is defined, another part of speech of that word has a corresponding meaning;

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<sup>8</sup> Corporations Act s.250MA Requirements for a special resolution; extract in Appendix.



- (xii) a reference to “\$”, “AUD”, currency or dollars. is to Australian dollars, unless stated otherwise; and
  - (xiii) any reference to transfer or assignment, is deemed to include a reference to any transfer or assignment by operation of law, including of amalgamation or merger.
- (c) “objects similar to the Objects” (of the Club) are to be taken to be the objects set out in a constituent document of any other bowling, sporting or community-based club that at the applicable time is then registered under the Registered Clubs Act.

## 2.3 Notices and communications

### *Generally*

- (a) Without limiting the application of provisions of the Corporations Act, the Registered Clubs Act or the Regulation, a notice may be given by the Club to any *member*:
- (i) personally; or
  - (ii) by sending it by post to the address of the *member*; or
  - (iii) by sending it to the electronic address of the *member*; or
  - (iv) by sending the *member* sufficient information (either electronically or in physical form) to access the notice electronically, including by way of a text message containing a hyperlink to access the notice, or a postcard containing instructions on how to access the notice, or by posting a general notification to *members* published and conveniently accessible on the Club’s website.

### *Club Notice Board*

- (b) Unless prohibited by law, a notice (including a notice to *members*) that requires publication on the Club’s Notice Board, is taken as having been posted to the Club Notice Board if the notice is published and conveniently accessible on the Club’s website.

### *Notice effective when*

- (c) Where a notice is sent to a *member*:
- (i) personally, the notice is deemed to be received on the day it is given to the member; or
  - (ii) by post or electronically, the notice is deemed to be received by the member on the day following that on which the notice was sent; or
  - (iii) via text or posting to the Club’s website, the notice is deemed to be received by the member on the day following that on which the Club provided the member with the relevant information to access the notice.

### *Member to keep contact information up to date*

- (d) If a *member* has notified changed contact details, then communications (from the Club) must be sent to the member’s changed contact details, but otherwise, notices are taken to be effective if sent to the *member*’s address or email address held on file by the Club.

### **3 Objects and Powers**

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#### **3.1 Objects**

The objects of the Club, the purposes for which the Club is formed to pursue, are:

- (a) in accordance with the rules and regulations of Bowls Australia and Bowls NSW, to facilitate, conduct and promote, the game of lawn bowls within the Mosman community and externally; and
- (b) to provide facilities and amenities for recreations and social activities available for the use and benefit of *members* and other permitted persons; and
- (c) to provide a community venue for the Mosman community to undertake activities that will or may benefit the community; and
- (d) to maintain, repair and, subject to Club finances, improve the Club's facilities and amenities, for the enjoyment of all *members*; and
- (e) to do all things, including obtaining and maintaining licences in connection with the Club's operations, and taking such financial and other actions in connection with its property and facilities, calculated to support or advance the Club's interests, or considered to be incidental, expedient or conducive to any Object, or which the Club decides by ordinary resolution, is appropriate.

#### **3.2 Powers**

The Club (and Company) has the following powers which may only be used in connection with carrying out any Objects:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

### **4 Club's Property and Income**

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#### **4.1 Apply only towards Objects**

The income and property of the Club must only be applied towards or in connection with, the promotion or pursuit of the Objects (of the Club).

#### **4.2 Benefits to all *full members***

- (a) No portion of the income or property of the Club is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to the *members* of the Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a *member*, whether or not they are a Director or a member of any committee of the Club, shall not be entitled to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every *full member* of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its *members*, is not entitled to derive directly or indirectly any profit, benefit or advantage from the grant to the Club, or in connection with a grant to the Club, of a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

#### **4.3 Benefits to Directors are limited**

- (a) A Director must not hold, nor be appointed or elected to, any office of the Club, paid by salary or wages or any similar remuneration.
- (b) Despite (a), but subject to (c) of this Rule, nothing in this Constitution prevents the payment:
  - (i) in good faith, of reasonable and proper remuneration to any employed officer or other employee of the Club; or
  - (ii) in good faith, of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
  - (iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts, on money lent by a *member* to the Club; and
  - (iv) of reasonable and proper rent for premises demised or let by any *member* to the Club.
- (c) Except by way of:
  - (i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act; or
  - (ii) repayment of out-of-pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act,

a Director must not receive from the Club remuneration or other benefit in money or monies worth in respect of their duties.

#### **4.4 No payments in connection with liquor or gaming**

- (a) The Secretary nor any employee, Director or member of any committee of the Club, either directly or indirectly, may receive any payment calculated by reference to the quantity of, nor the receipts from, liquor purchased, supplied, sold or disposed of by the Club.
- (b) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club must not share any receipts arising from the operation of an approved gaming machine kept by the Club, and must not make any payment by way of commission or an allowance, from or on any such receipts.

### **5 Memberships**

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#### **5.1 Full Members**

- (a) Full Membership of the Club is divided into the following categories of membership:
  - (i) Life Members;<sup>9</sup>
  - (ii) Bowling Members;
  - (iii) Loyalty Members;
  - (iv) Social Members; and
  - (v) Junior Members.

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<sup>9</sup> Registered Clubs Act s.4(1) definition of "life member"; extract in Appendix.

- (b) Full Members (other than Junior Members) must be at least 18 years of age who are elected (under Rule 5.10 (Election to *membership*)) to a specified category of Full Membership.
- (c) Persons under 18 years of age may only be elected as a Junior Member (under Rule 5.6 (Junior Members)).

## 5.2 Membership entitlements

- (a) Despite anything to the contrary, *membership* entitlements are subject to any restrictions contained in this Constitution, or any usage restrictions or conditions as may be considered appropriate and authorised by the Board from time to time.
- (b) Full Members (other than Junior Members) are entitled to:
  - (i) generally, access the Club's facilities and amenities;
  - (ii) be elected or appointed to hold office on the Board;
  - (iii) vote in the election of the Board;<sup>10</sup>
  - (iv) subject to clause 5.2(c)(i), attend and vote at *general meetings* (including Annual General Meetings) of the Club; and
  - (v) introduce guests to the Club.
- (c) Full Members (other than Social Members and Junior Members) are entitled to:
  - (i) vote on any Special Resolution, including a Special Resolution to amend this Constitution;
  - (ii) propose, second, or nominate any eligible *member* for any office of the Club; and
  - (iii) propose, second or nominate any eligible *member* for Life membership.
- (d) For the purposes of section 246B of the Corporations Act, the rights of a class of membership may be varied or cancelled by way of Eligible Members passing a Special Resolution without the need for a separate resolution to be passed by members of that class of membership.

## 5.3 Bowling Members

Bowling Members are entitled to such bowls playing, and social privileges and advantages of the Club as may be determined by the Board from time to time.

## 5.4 Loyalty Members

Loyalty Members are entitled to such game playing, social privileges and advantages of the Club as may be determined by the Board from time to time.

## 5.5 Social Members

Social Members are entitled to such social privileges and advantages of the Club as may be determined by the Board from time to time.

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<sup>10</sup> Registered Clubs Regulation 30 definition of "voting member"; extract in Appendix.

## 5.6 Junior Members

- (a) A person may only be elected as a Junior Member if the Board has received from that person's parent or guardian, written consent to that person becoming a Junior Member and taking part in sporting activities organised by the Club.
- (b) Subject to the Registered Clubs Act, Junior Members are entitled to the use of such of the Club's facilities and on such conditions, as the Board may determine or authorise from time to time, but Junior Members are not otherwise entitled to any other rights, including to nominate or stand for election, nor to attend or vote at any meetings of the Club, nor to introduce guests to the Club.
- (c) Upon attaining 18 years of age, a Junior Member's *membership* will be taken to be converted to that of a Bowling Member.

## 5.7 Life Members

- (a) A Life Member is any *member* who, in consideration of outstanding service to the Club or for any other commendable reason, has been granted 'Life Membership' in accordance with this Constitution.
- (b) Life Membership may only be conferred by ordinary resolution at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Life Membership may only be proposed by one and seconded by another Life Member or Bowling Member, and submitted to the Board for approval.
- (d) If a nomination for Life membership is approved by the Board, but not otherwise, the nomination must be referred to the next general meeting of the Club, and notice of the nomination (to Life Membership) must be given to all Eligible Members accordingly.
- (e) If a nomination for Life Membership is approved by an ordinary resolution passed at a general meeting, the person approved is then a 'Life Member' (of the Club), entitled to all the rights and privileges of a Bowling Member, but relieved from the payment of any annual subscription.

## 5.8 Other membership categories and rights

- (a) In accordance with the Registered Clubs Act, and, as may be, in accordance with this Constitution, persons may be admitted to the Club as:
  - (i) '*provisional members*';
  - (ii) '*honorary members*'; or
  - (iii) '*temporary members*'.

### *Provisional members*

- (b) A person who has applied for admission as a Full Member:
  - (i) by duly completing an application and nomination form for *membership*, given to the Secretary (or delegate for the purpose); and
  - (ii) has paid to the Club the joining fee (if any) and subscription for the category of *membership* applied for; and
  - (iii) is awaiting a decision on the application,

until that person's application for *membership* of the Club is decided, is granted 'Provisional membership'<sup>11</sup> (of the Club).

- (c) Provisional members:
- (i) are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) if the Provisional member is an applicant for a class of *membership* which is permitted to do so, may introduce guests into the Club,
- but otherwise, are not entitled to any other rights, including to nominate or stand for election, nor to attend or vote at any meetings of the Club.
- (d) If a Provisional member is not elected to *membership* of the Club, upon that decision being made:
- (i) that person ceases to be a Provisional member (of the Club); and
  - (ii) the joining fee (if any) and subscription paid with the application and nomination must be returned to that person.

#### *Honorary members*

- (e) The following persons may be made 'Honorary members' (of the Club) in accordance with procedures established by the Board from time to time:
- (i) any 'Patron' (or 'Patrons' for the time being) of the Club; or
  - (ii) any prominent citizen or dignitary visiting the Club; or
  - (iii) any person who produces evidence that he or she is a current or former member of the Australian Defence Force (as defined in the Registered Clubs Act).
- (f) Honorary members who are Full Members are entitled to the rights and privileges of the category of membership of which they are a Full Member.
- (g) Honorary members who are not Full Members of the Club:
- (i) are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) may introduce guests to the Club,
- but otherwise, are not entitled to any other rights, including to nominate or stand for election, nor to attend or vote at any meetings of the Club.

#### *Temporary members*

- (h) Subject to any exemptions in the Regulation or exemptions approved by a relevant regulatory body, the following persons, in accordance with procedures established by the Board from time to time, may be 'Temporary members'<sup>12</sup> (of the Club):
- (i) any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act, or such other greater distance as may be determined from time to time by the Board by By-law; or
  - (ii) any *full member* (as defined in the Registered Clubs Act), including a person under the age of 18 years, of any registered club:

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<sup>11</sup> Registered Clubs Act s.4(1) definition of "provisional member"; extract in Appendix.

<sup>12</sup> Registered Clubs Act s.4(1) definition of "temporary member"; extract in Appendix.

- (A) which has objects similar to the Objects (of the Club); or
- (B) who, at the invitation of the Board, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, until the end of that day; or
- (iii) any interstate or overseas visitor.
- (i) Temporary members are not required to pay a joining fee nor annual subscription.
- (j) A person may be admitted to Temporary membership for a period of up to, but not exceeding seven (7) consecutive days (or such longer period as approved by the relevant regulatory body). (A person admitted to Temporary membership under this Rule is only required to enter their relevant details in the register of Temporary members on the first day that they enter the Club's premises during that period.)
- (k) Temporary members:
  - (i) are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time; and
  - (ii) subject to Rule 5.16 (Guests), may introduce guests into the Club, but otherwise, are not entitled to any other rights, including to nominate or stand for election, nor to attend or vote at any meetings of the Club.
- (l) The Secretary or senior employee then on duty may refuse a person admission to the Club as a Temporary member or terminate their Temporary membership at any time without notice and without having to provide any reason.

## 5.9 Patrons

- (a) Upon a recommendation being made by the Board to a general meeting, and from time to time, the *members* in general meeting may appoint a 'Patron' or 'Patrons' of the Club.
- (b) If any Patron or Patrons are not already *members* of the Club, on being appointed as a "Patron", they will be deemed to be Honorary members (of the Club) and, subject to this Constitution, will remain Honorary members while they remain a Patron.

## 5.10 Election to *membership*

- (a) Excepting for Life Membership, in addition to notifications required under the Registered Clubs Act, a person must not be admitted<sup>13</sup> as a Full Member unless that person is elected to *membership* by:
  - (i) a resolution of the Board; or
  - (ii) a Board-appointed *membership* election committee.
- (b) The names of the directors or committee members present and voting at membership election Board, or election committee, meetings, must be recorded by the Secretary.
- (c) The Board (or election committee) may reject any application for *membership* without giving a reason.
- (d) Every application for *membership* (which will be taken to be a proposal for *membership* by the applicant) must be in writing and in such form as the Board may prescribe from time to time, including by By-Law.

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<sup>13</sup> Registered Clubs Act Section 30(1)(g); extract in Appendix. See also Registered Clubs Act s.30(2)(a) and (b).

- (e) If a person, having applied for *membership*, fails to be elected to *membership*, the Secretary must cause any joining fee (if any) and subscription paid by the person with their application, to be refunded to that person.

#### **5.11 Joining fees, subscriptions and levies**

- (a) For the purposes of section 30(2B) of the Registered Clubs Act, the Board from time to time, may determine the joining fees, subscriptions, levies and other payments (if any) payable by *members* (of the Club), including *members* elected during a financial year (of the Club), as well as the payment terms for those amounts.
- (b) The Board (by the Secretary or other delegate) must notify *members* of the due date (or dates) for payments to be made in connection with *memberships*.

#### **5.12 Registers of Members and guests**

- (a) The Club must keep registers of its *members* and guests in accordance with the requirements of section 31 of the Registered Clubs Act, including where it is not prohibited, by electronic registers.<sup>14</sup>
- (b) Within 7 days of any change, a *member* must advise the Secretary of any change to their *member* contact details (including address, email address and telephone number).

#### **5.13 Transfers of memberships**

- (a) On the application of any *member* to transfer to another category of *membership* (other than Life Membership), or if a Full Member ceases to hold the necessary qualifications for their existing category of *membership*, the Board may consider and approve a transfer to another category of *membership*, including imposing any additional subscriptions.
- (b) Unless otherwise determined by the Board, if a *member* is transferred to another category of *membership* for any reason, the *member* will not be entitled to any refund of membership fees or any part.
- (c) If a *member*, having applied for a transfer to another category of *membership*, fails to be transferred, the Secretary must cause any additional subscription that has been paid by that *member* to be returned.

#### **5.14 Non-Financial or Ineligible Members**

Despite any Rule to the contrary, a *member* who is a non-Financial Member or is otherwise Ineligible, is not entitled:

- (a) without the permission of the Board:
  - (i) to attend at the Club's premises or use any of the Club's facilities; nor
  - (ii) participate in any of the recreational, social or sporting activities of the Club or any Sub club;
- (b) attend or vote at any meeting of the Club (including any Sub club);
- (c) nominate or be elected or appointed to the Board or any committee (including of any Sub club);
- (d) vote in the election of the Board or a committee (including of any Sub club);
- (e) propose, second or nominate any *member* for any office of the Club or any Sub club; nor

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<sup>14</sup> Registered Clubs Act s.31; extract in Appendix.



- (f) propose, second or nominate any eligible member for Life Membership.

### 5.15 Resignation and cessation of Membership

- (a) A *member* may at any time resign from their *membership* of the Club by:
  - (i) giving notice of that in writing to the Secretary; or
  - (ii) returning their membership card to an officer of the Club (including a senior employee on duty), and clearly indicating to the officer that they resign from their *membership*.
- (b) A resignation of *membership* will take effect from the date on which the notice (of resignation) is received by the Secretary, or the date on which the membership card is received by the officer of the Club.
- (c) Any member who has not paid their joining fee, subscription, levy or other payment:
  - (i) by the due date, becomes a non-Financial Member and ceases to be entitled to the privileges of *membership* (of the Club); and
  - (ii) within one (1) month after the due date, without a waiver by the Board, ceases to be a *member* of the Club.
- (d) Despite anything to the contrary, any *member* who ceases to be a *member* of the Club for any reason, will not be entitled to any refund of any joining fee, subscription, levy or other payment that has been made to the Club.

### 5.16 Guests

- (a) If a *member* has the privilege of introducing guests to the Club, subject to the requirements under the Registered Clubs Act and the Regulation, the provisions of this Rule apply.
- (b) The Board may make By-laws from time to time not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
- (c) *Members* are responsible for the conduct of guests they introduce to the Club.
- (d) No *member* may introduce any person as a guest to the Club, if the person is Ineligible.
- (e) *Members* may only introduce guests to the Club as frequently and in no greater number, than for the time being, may be provided by any applicable By-law.
- (f) A Temporary member may bring into the non-restricted areas of the Club's premises, as the guest of that Temporary member, a minor:
  - (g) who at all times while on Club premises remains in the company and immediate presence of that Temporary member; and
  - (h) who does not remain on Club premises any longer than that Temporary member; and
  - (i) in relation to whom, the Temporary member is a *responsible adult*.<sup>15</sup>

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<sup>15</sup> Registered Clubs Act, s.4(1) definition of "responsible adult"; extract in Appendix.

## 6 Board of Directors

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### 6.1 Composition of the Board

- (a) Subject to Rule 6.1(b) (Board Appointed Directors) and Rule 0 (Board vacancies) and any other appointments permitted under the Registered Clubs Act or the Regulation, the Board is to consist of five (5) directors comprising a Chairperson, a Deputy Chairperson and three (3) other Directors.

#### *Board Appointed Directors*

- (b) Subject to not exceeding the statutory maximum of nine (9) directors<sup>16</sup>, in addition to the Directors referred to in (a), the Board may appoint as directors, up to two (2) "Board Appointed Directors", and despite anything to the contrary, in respect of any Board Appointed Directors:
- (i) the provisions of the Registered Clubs Act and the Regulation<sup>17</sup> apply; and
  - (ii) a Board Appointed Director has only to satisfy the eligibility requirements of the Registered Clubs Act and the Regulation to be eligible to be appointed as a 'Board Appointed Director', and not otherwise.

### 6.2 Election of the Board – the "Triennial Rule"<sup>18</sup>

For the purposes of s.30(1)(a1) of the Registered Clubs Act, the Board must be elected in accordance with Schedule 4<sup>19</sup> of the Registered Clubs Act (known as the "triennial rule")<sup>20 21</sup> and this Constitution.

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<sup>16</sup> Registered Clubs Act, s.10(1)(k1); extract in Appendix.

<sup>17</sup> Regulation 31: Appointments made by governing body; extract in Appendix.

<sup>18</sup> Explanatory Note on the "Triennial rule" (This note is self-explanatory and intended to assist comprehension of the Triennial rule. Despite anything to the contrary, this note does NOT form any part of the Constitution.)

The Triennial rule structure is proposed so as to avoid having the whole of the Board 'vacate' every year (or biennially), with the prospect of a total loss of corporate knowledge and experience for the Club every year (or two), and no ability for Board succession and 'regeneration' to occur in a managed, orderly way.

- A. Directors, initially, are to be elected to a 1, 2 or 3 year term
- B. At each subsequent AGM, 1/3<sup>rd</sup> of the Board 'rotates' off (must retire), and new directors are each appointed to 3 year terms.
- C. No Director can retain office for more than 3 years without submitting themselves to election by members.
- D. "Rotating" directors that must retire at an AGM are those who have been in office the longest since their election.
- E. Rotated / retired Directors, if willing and not disqualified, may also be Board Appointed Directors.

<sup>19</sup> Schedule 4 of the Registered Clubs Act is reproduced in the Schedule after the Rules.

<sup>20</sup> Registered Clubs Act, s.30(1)(a)(iii) and Registered Clubs Act, Schedule 4 – Rules for election to governing body for term of 3 years; extracts in Appendix.

<sup>21</sup> Registered Clubs Regulation 30 – Approval of club rules that limit voting members; extract in Appendix.

### 6.3 Eligibility (to become a Director)

Subject to restrictions or prohibitions under an applicable law (such as disqualifications under the Corporations Act, under the Liquor Act or under the Registered Clubs Act) or under this Constitution, and:

- (a) having been a Financial Member for at least one (1) year immediately preceding their proposed election or appointment; and
- (b) not being Ineligible at the time of their proposed election or appointment; and
- (c) unless exempted, holding a Director Identification Number (under the Corporations Act); and
- (d) agreeing, in writing, to a commitment to complete, if required, the *required training* in accordance with and to comply with, Regulation 26<sup>22</sup>; and

any Full Member<sup>23</sup> (except Junior Members) may stand for and be elected or appointed to the Board.

#### *Required training*

Any person who is elected or appointed to the Board, unless exempted, must complete such mandatory *required training* for directors as required by the Regulation.

### 6.4 Election of Board - Procedures

- (a) The Board, from time to time, may make By-Laws regulating the procedures and all matters in connection with the election of the Board. Such By-Laws are to be taken to be in addition to, and not in derogation of, mandatory requirements for elections set out in the Registered Clubs Act and the Regulation.
- (b) The election of the Board, including the meeting chairperson's declaration at the Annual General Meeting of the results of the election of the offices of the Board, if the election:
  - (i) complies with any mandatory requirements for elections set out in the Registered Clubs Act and the Regulation; and
  - (ii) has been conducted substantively in accordance with the relevant election procedure By-Laws, even despite any lacking in strict procedural adherence, absent manifest error or fraud, is to be taken as final.
- (c) At the first meeting of the Board after each Annual General Meeting, the Directors must appoint one (1) of their number to be the 'Chairperson', and another one (1) of their number (not being the Chairperson) to be the 'Deputy Chairperson'.

Any person who is elected or appointed to the Board, unless exempted, must complete such mandatory *required training* for directors as required by the Regulation.

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<sup>22</sup> Regulation 26: Training requirements for members of governing bodies of registered clubs; extract in Appendix.

<sup>23</sup> Registered Clubs Act, s.30(1)(b) and (b1); extracts in Appendix.

## 6.5 Board vacancies

- (a) The office of a Director will automatically be vacated if the person holding that office:
- (i) dies;
  - (ii) is disqualified for any reason referred to in Section 206B of the Act;
  - (iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
  - (iv) unless the Board determines that the office is not to be considered vacant as a result of absence, or without the prior written consent of the Board, is absent from meetings of the Board for a period of ninety (90) days (calculated from the last meeting of the Board attended);
  - (v) by notice in writing resigns from office as a director;
  - (vi) becomes prohibited from being a member of the Board by reason of any order or declaration made under the Corporations Act, the Registered Clubs Act or the Liquor Act;
  - (vii) ceases to be a *member* (of the Club);
  - (viii) becomes an employee of the Club;
  - (ix) unless exempted, fails to complete the mandatory *required training* for directors within the prescribed period;
  - (x) was Ineligible to stand for or be elected or appointed to the Board;
  - (xi) ceases to hold the necessary qualifications to continue as a director on, be elected to, or appointed to, the Board;
  - (xii) is convicted of an indictable offence (unless no conviction is recorded);
  - (xiii) becomes a non-Financial Member;
  - (xiv) in connection with a disciplinary charge, is suspended from *membership* of the Club for any period of time (excluding any provisional suspension);
  - (xv) unless exempted, does not have, or ceases to have, a Director Identification Number; or
  - (xvi) is removed from office as a director in accordance with the Corporations Act and this Constitution.

### *If falls below quorum for Board*

- (b) Where for any reason the number of continuing directors falls below the number necessary for a Board quorum, for the purposes of increasing the number of directors on the Board to that quorum number or for calling a general meeting of the Club, the continuing directors may act, including appointing Board Appointed Directors, but for no other purpose.

### *Casual vacancies*

- (c) The Board may appoint any eligible person to the Board to fill a casual vacancy. The person so appointed will hold office as a director until the next Annual General Meeting, and otherwise, casual vacancies are to be treated as described in the Registered Clubs Act, Schedule 4<sup>24</sup>.

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<sup>24</sup> See Registered Clubs Act, Schedule 4, reproduced in a Schedule to this Constitution,

## 6.6 Removal from office (of Director)

- (a) The *members* in general meeting, by ordinary resolution, may:
  - (i) remove from office, any director (or the whole of the Board) before the expiration of their period of office; and
  - (ii) in their stead, appoint another person (or persons) eligible to be a director in accordance with this Constitution.
- (b) A person appointed to be a director pursuant to Rule 6.6(a)(ii) will hold office for the remainder of the term of office of the person they replaced.
- (c) Notice of the intention to move a resolution to remove a director from office must be given to the Club at least two (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act are to be followed in relation to that meeting.

## 6.7 Powers of the Board

The Board is responsible for the management of the business and affairs of the Club.

### *General powers*

- (a) The Board may exercise its powers and do all such acts and things as the Club, by this Constitution or otherwise, is authorised to do, which are not by this Constitution or by law, directed or required to be exercised or done by the Club in general meeting.

### *Specific powers*

- (b) Without limiting the general powers conferred by Rule 6.7(a), the Board has power from time to time, as the Board thinks fit, to:
  - (i) delegate any of its powers to directors, specified *members*, employees, committees, sub clubs, or any combination of those as the Board sees fit;
  - (ii) make, alter and repeal, and enforce, By-Laws;
  - (iii) appoint, discharge and specify the duties and powers of, the Secretary;
  - (iv) impose fees, levies and charges (however described) on members;
  - (v) fix the maximum number of persons who may be admitted to each class of *membership* of the Club; and
  - (vi) affiliate with any sporting club or sporting association whether incorporated or unincorporated and in accordance with this Constitution nominate *members* to represent the Club on such sporting club, or sporting association;
  - (vii) discipline members of the Club (including suspending and expelling members from membership of the Club) in accordance with the By-laws of the Club.

## 6.8 By-Laws

- (a) The Board from time to time, may make such By-laws that are not otherwise inconsistent with this Constitution, as are considered necessary or desirable for the proper conduct and management of the Club, and the Board may amend or repeal any such By-laws.
- (b) Without limiting the generality of (a), the Board may regulate by By-law:
  - (i) such matters as the Board is specifically by this Constitution empowered to regulate by By-law;
  - (ii) the operations of the Club;

- (iii) the control and use of the Club's premises;
  - (iv) the control and management of competitions;
  - (v) the playing and social privileges of each category of membership; and
  - (vi) the conduct of members generally, and in relation to Club employees, and guests of members;
  - (vii) all matters in relation to the disciplining of members, including the grounds for and procedures for, disciplining members, and the penalties or sanctions which can be imposed on members (including suspension and expulsion from membership).
- (c) Any By-law lawfully made is taken to come into force and be fully operative upon the posting of a notice containing the By-law on the Club Notice Board, including by way of a posting published and conveniently accessible on the Club's website.

## 6.9 Committees

- (a) The Board from time to time, may delegate any of its powers (and to revoke such delegation) to committees consisting of any one or more, or any combination of:
- (i) director;
  - (ii) *member*;
  - (iii) employee; or
  - (iv) person who is not a *member* but who has particular skills or expertise to apply to the work of a committee.
- (b) Any committee formed, in the exercise of the powers delegated to it, must abide by any regulation or restriction the Board may impose, including requirements for the conduct of committee meetings and proceedings.
- (c) The Chairperson will be taken to be a member of all committees formed, and may nominate a person or persons to represent him or her on any of those committees.
- (d) The quorum for a meeting of any committee is to be a simple majority of committee members.
- (e) A committee must make minutes of its meetings and promptly submit those minutes to the Board (via the Secretary), and the Board will keep those committee minutes as if they were minutes of the Board.
- (f) The Board as it sees fit, may dissolve committees or remove committee members from office.

## 6.10 Sub clubs

- (a) The Board from time to time as it sees fit, may:
- (i) establish (or continue) "Sub clubs" with such rules of a Sub club (including objects, powers, naming, and membership qualifications) as the Board may approve;
  - (ii) allow Sub clubs to conduct, manage and control sport or other activities for which they are or were established;
  - (iii) allow Sub clubs to create (Sub club) "by-laws" for the control and regulation of the sporting or other activities for which they are or were established; and

- (iv) allow Sub clubs to become affiliated with bodies controlling the sports or other activities for which the Sub clubs are established, on such terms and conditions (not inconsistent with this Constitution or the Registered Clubs Act) as such controlling bodies may require, and to pay on behalf of the Club to any such controlling bodies or as required by such bodies, affiliation fees; and
- (v) dissolve Sub clubs or remove committee members from office of a Sub club.
- (b) Any committee formed, in the exercise of the powers delegated to it, must abide by any regulation or restriction the Board may impose, including requirements for the conduct of committee meetings and proceedings.
- (c) Sub clubs must conform to any regulation or restriction that the Board may impose.
- (d) The Chairperson (or nominee) has the right to attend any Sub club meeting, including any Sub club committee meeting.
- (e) Subject to the general control and supervision of the Board, each Sub club may manage its own affairs, but must:
  - (i) make regular reports to the Board (or otherwise as required by the Board); and
  - (ii) submit copies of all minutes and records to the Board, including for financial reporting and audit purposes.
- (f) The Board may empower a Sub club to open and operate a bank account in the name of the Sub club with such bank or banks as the Board first may approve provided that the persons eligible to operate any such account first must be approved by the Board, which, without reason, and from time to time, may remove and replace such persons or any of them.
- (g) The rules of each Sub club may be amended by the members of the Sub club provided that no amendment proposed or approved by the members of the Sub club is to take effect unless and until it is approved by resolution of the Board.
- (h) Any disciplinary action taken by a Sub club in respect of any member of the Sub club must be promptly reported to the Board together with the reasons for the action.
- (i) All assets in the possession and control of a Sub club (including cash reserves) are owned by the Club.
- (j) As at the date of the adoption of this Constitution, the following Sub clubs operate, or are taken to operate, within the Club:
  - 'Warringah Bowling Club'
- (k) The Bowling Sub club is chaired by the "Bowling Captain" who is elected at a meeting of the Sub club, along with a minimum of three other members to constitute the "Match Committee" of the Bowling Sub club.
- (l) The Match Committee (of the Bowling Sub club) is to be responsible for:
  - (i) the organisation of formal and social bowls for Bowling Members;
  - (ii) liaison with Bowls NSW and the sub bodies of which the Club is associated, for formal tournaments such as bowls pennant's competitions;
  - (iii) the conduct of all Club bowling championships each year; and
  - (iv) nominations for other external competitions to which the Club is invited to participate.

## 6.11 Proceedings of the Board

### *Meet at least quarterly*

- (a) Provided the Board meets at least once per quarter for the transaction of business, the Board may meet together, in person or by electronic means, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

### *Secretary to keep record*

- (b) The Secretary must keep a record of all officers of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meetings, and enter those in a minute book for that purpose.

### *Chair*

- (c) The Chairperson may take the chair at every meeting of the Board. If the Chairperson is not present or is unwilling or unable to act, then the Deputy Chairperson must take the chair of the meeting. If the Deputy Chairperson is not present or is unwilling or unable to act, then the directors present must elect one of their number to take the chair for that meeting.

### *Quorum (for Board)*

- (d) The quorum for a meeting of the Board is three (3) directors of the Board (including Chairperson and Deputy Chairperson).

### *Convening Board meetings*

- (e) The Chairperson may at any time, and the Secretary, upon the request of not less than two (2) directors, must, convene a meeting of the Board.

### *Board decisions by majority, and resolutions*

- (f) Subject to this Constitution, questions arising at any meeting of the Board are to be decided by a majority of votes, and a determination by a majority of the Board, for all purposes, will be deemed to be a determination of the Board. In case of an equality of votes, the chairperson of the meeting has a casting vote.
- (g) A resolution in writing signed by all the Directors will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors. The resolution will be passed when the last director signs the document containing the resolution.
- (h) A resolution may be passed by the Board if the proposed resolution is emailed to all directors and all directors agree to the proposed resolution by sending a reply email to that effect. The resolution is passed when the last director sends their email agreeing to the resolution.

### *Meetings can use technology*

- (i) A meeting of the Board may be called or held using any technology, provided that the technology used for the meeting gives directors, as a whole, a reasonable opportunity to participate in the meeting, including a reasonable opportunity to exercise the right to speak at the meeting and to vote at the meeting in real time.



*Defects in appointments do not invalidate actions*

- (j) All acts done by, or pursuant to, any meeting of the Board or of a committee (of the Board), or by any person acting as an officer of the Board, despite that it is discovered afterwards that there was some defect in the appointment of any such officer or person acting, will be taken to be as valid as if every such person had been duly appointed and was qualified to be a duly appointed (or elected) officer of the Board.

**6.12 Material personal interests (of Directors)**

- (a) Any Director (of the Club) who has a material personal interest in a matter that relates to the affairs of the Club, as soon as practicable after the relevant facts have come to the director's knowledge, must:
  - (i) declare the nature of the interest, and do so no later than at a meeting of the Board; and
  - (ii) comply with Rule 6.12(b) (Material personal interests).
- (b) Despite anything contained in the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a meeting of the Board:
  - (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the relevant Board meeting.

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**7 General Meetings**

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**7.1 Calling and holding**

- (c) A general meeting<sup>25</sup> of the members of the Club must only be held for a proper purpose<sup>26</sup>.
- (d) A general meeting called the 'Annual General Meeting' must be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months after the close of a financial year. All meetings other than Annual General Meetings are called "general meetings" (of the Club).

*Board may call general meetings*

- (e) The Board, whenever it considers fit, may call and arrange to hold a general meeting of the Club.

*Request by 5% of Full Members*

- (f) Subject to Rule 7.1(f) to (m) inclusive, on the written request of *members* representing at least 5% of the votes that may be cast at the general meeting, the Board must call and arrange to hold a general meeting of the Club.
- (g) For the purposes of Rule 7.1(f) to (m) inclusive, the term "the request" means the request described in following Rule.
- (h) The request must:
  - (i) be in writing; and
  - (ii) state the background to, and any resolution to be proposed, at the general meeting; and

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<sup>25</sup> Registered Clubs Act, s.30C: Meetings and voting; extract in Appendix.

<sup>26</sup> s.181 Corporations Act – s.181: Good faith – civil obligations; extract in Appendix.

- (iii) be signed by the *members* making the request; and
- (iv) be given to the Secretary.
- (i) If the wording of the request is identical in each copy, separate copies of a document setting out the request may be used for signing by the requesting *members*.
- (j) Within twenty-one (21) days after the request is given to the Secretary, the Board is to call a general meeting, and that general meeting is to be held not later than two (2) months after the request is given to the Secretary.
- (k) If the Board does not call a general meeting within twenty-one (21) days after the request is given to the Secretary, *members* representing more than 50% of the eligible votes of all the *members* who lawfully made the request, may call and arrange to hold the general meeting.
- (l) The general meeting described in Rule 7.1(k) must be called in the same way, so far as is possible, in which general meetings of the Club may be called, and must be held not later than three (3) months after the request was originally given to the Club.
- (m) To call the general meeting described in Rule 7.1(k), the *members* requesting the meeting may ask the Secretary for a copy of the register of *members* eligible to vote, and the Secretary must give the requesting *members* a copy of the register of eligible *members* without charge.

#### *Cancellation or postponements*

- (n) Except where such cancellation or postponement would be contrary to the Corporations Act, and other than any general meeting called pursuant to a request or requisition of *members*, the Board may:
  - (i) cancel or postpone any general meeting prior to the date on which it is to be held; and
  - (ii) give notice of the cancellation or postponement as it thinks fit,but any failure to give notice of the cancellation or postponement does not invalidate the cancellation or postponement nor any resolution passed at a postponed meeting.

#### *Withdrawal of resolutions*

- (o) Except where the withdrawal of a resolution would be contrary to the Corporations Act, the Board may withdraw any resolution which has been proposed by the Board and which is to be considered at a general meeting.

#### *Use of technology for general meetings*

- (p) The Club may hold a general meeting (including an Annual General Meeting) at two or more venues using technology that gives the *members* as a whole a reasonable opportunity to participate at the meeting.
- (q) If permitted by the Corporations Act, the Club may hold virtual only general meetings or Annual General Meetings. The provisions of the Corporations Act apply to such meetings and to the extent of any inconsistencies between the Corporations Act and this Constitution, the provisions of the Corporations Act prevail.

## 7.2 Notice of general meetings

- (a) At least twenty-one (21) days' notice in writing of any general meeting (including an Annual General Meeting) must be given to all Full Members who are entitled to attend and vote at that meeting, and to the auditor.
- (b) A notice of a general meeting (including an Annual General Meeting) must:
  - (i) set out the place, date and time of the meeting; and
  - (ii) state the general nature of the meeting's business; and
  - (iii) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution.
- (c) Unless pursuant to Section 1322 of the Corporations Act, such proceedings are declared to be void, neither:
  - (i) the accidental omission to give notice of a general meeting; nor
  - (ii) the non receipt by any person of notice of a general meeting,invalidates any proceedings at such general meeting.

## 7.3 Annual general meetings

- (a) The business of an Annual General Meeting must be as follows:
  - (i) to receive and consider the minutes of the previous Annual General Meeting and the minutes of any other general meeting requiring confirmation;
  - (ii) to receive and consider the reports referred to in Section 317 of the Corporations Act;
  - (iii) to declare the results of the election of the Board (or Directors) and to conduct any further election as may be required by this Constitution;
  - (iv) in the event that there be a vacancy in the office of Auditor, to appoint an auditor or auditors;
  - (v) to consider, and if thought fit pass, ordinary resolutions and special resolutions (if any); and
  - (vi) to deal with any other business the general nature of which has been notified to the members in writing not less than twenty-one (21) days prior to the meeting.
- (b) The chairperson of the Annual General Meeting must allow a reasonable opportunity for the *members* as a whole at the meeting to ask questions about or make comments on the management of the Club.

## 7.4 Auditor at general meetings

- (a) The Club's auditor is to be given notice of all general meetings at the same time as such notice is given to the *members*, and is entitled to attend any general meeting of the Club.
- (b) The Club's auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.
- (c) If the Club's auditor (or representative) is at the meeting, the chairperson of the Annual General Meeting must allow a reasonable opportunity for the *members* as a whole at the meeting to ask the auditor questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

- (d) The Club's auditor (or representative) is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (e) The auditor is entitled to be heard even if:
  - (i) the auditor retires at the meeting; or
  - (ii) the meeting passes a resolution to remove the auditor from office.

## 7.5 Chair at general meetings

- (a) The Chairperson is entitled to take the chair at every general meeting (including an Annual General Meeting).
- (b) If the Chairperson is not present, or is unwilling or unable to act, then the Deputy Chairperson is to preside as chairperson of the general meeting.
- (c) If the Deputy Chairperson is not present or is unwilling or unable to act, then the members of the Board present, are to elect a member of the Board to preside as chairperson of the general meeting.
- (d) If a member of the Board is not present or is unwilling or unable to act, then the *members* of the Club present, may elect a *member* to preside as chairperson of the general meeting.
- (e) The chairperson of the general meeting:
  - (i) is responsible for the conduct of the meeting;
  - (ii) is to determine the procedures to be adopted and followed at the meeting; and
  - (iii) may refuse a *member* admission to the meeting or require a member to leave the meeting if, in their opinion, the *member* is not complying with reasonable directions or is acting in an offensive or disruptive manner at the meeting.

## 7.6 Attendance and voting at general meetings

- (a) The Board may authorise persons other than *members* to attend and speak at a general meeting, but those persons are not entitled to vote at general meetings.
- (b) Proxies are not permitted<sup>27</sup> at a general meeting, either to:
  - (i) attend nor vote; nor
  - (ii) vote in any election, including an election of the Board.

### *Simple majority required*

- (c) Subject to this Constitution and Section 30C of the Registered Clubs Act<sup>28</sup>, every question and ordinary resolution submitted to a general meeting is to be decided by a simple majority of votes from Eligible Members present and voting at the meeting.

### *Voting*

- (d) Unless the Board prescribes for voting 'on the papers', including for any ordinary resolutions or Special Resolutions, voting at a general meeting is to be on a show of hands unless a poll is called.
- (e) Subject to Rule 7.6(c) and (d), every Eligible Member (to vote at a general meeting) is entitled to vote on a show of hands and on the taking of a poll, and has one vote.

<sup>27</sup> Registered Clubs Act, s.30(1)(d); extract in Appendix.

<sup>28</sup> Registered Clubs Act, s.30C; extract in Appendix.

- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the general meeting has a casting vote.

#### *Poll*

- (g) Five (5) Eligible Members attending a general meeting, or the chairperson of the meeting, may demand a poll.
- (h) A demand for a poll may be withdrawn.
- (i) If a poll is demanded, it is to be taken in such manner as the chairperson of the meeting may direct, either at once, after an interval or an adjournment, or otherwise.
- (j) The result of a poll will be taken as the resolution of the general meeting at which the poll was called or demanded.
- (k) Despite anything to the contrary, at the general meeting, a poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

#### *Declaration of results*

- (l) At any general meeting (unless a poll is demanded) a declaration by the chairperson of the meeting that:
  - (i) a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority; and
  - (ii) an entry to that effect in the Club's minute book for the proceedings of general meetings of the Club,will be conclusive evidence of the fact without need for proof of the number nor proportion of votes recorded in favour of, or against, such resolution.

#### *Use of AV technology*

- (m) The Club may record the proceedings of general meetings (including any Annual General Meetings) using audio and visual technology, but *members* may not do so.

### **7.7 Quorum for general meetings**

- (a) No business may be transacted at any general meeting unless a quorum of *members* is present.
- (b) At any general meeting (including an Annual General Meeting) lawfully convened, twenty (20) Eligible Members present in person (including by electronic means) will be a quorum.
- (c) If a quorum is not present within fifteen (15) minutes after the time appointed for the commencement of a general meeting, the meeting:
  - (i) is to be stood adjourned to the same day in the next week at the same commencement time and place as the original meeting was called; or
  - (ii) if the meeting was convened at the request of *members*, the meeting is taken to be dissolved.
- (d) Despite anything to the contrary, if at any general meeting stood adjourned due to a lack of quorum within time, a quorum is not present or not present in time, the Eligible Members present will constitute a quorum and may transact any business for which the general meeting was called.

## 7.8 Adjournments

- (e) The chairperson of a general meeting may with the consent of the meeting (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- (f) No business is to be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (g) A resolution passed at an adjourned general meeting is passed on the day it was passed and nothing is to deem the resolution to have been passed on any earlier day.
- (h) Except when a general meeting is adjourned for thirty (30) days or more, when notice of an adjourned general meeting must be given as in the case of an original general meeting, it is not necessary to give any separate notice of an adjourned general meeting nor of the business to be transacted at such adjourned meeting.

## 8 Members resolutions and statements

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- (a) Subject to Rule 8(b) to Rule (g) inclusive, the following may give the Secretary notice of a resolution that they propose to move at a general meeting of the Club, or to make a statement about any other matter that may properly be considered at a general meeting of the Club:
  - (i) Eligible Members representing at least 5% of the Eligible Member votes that may be cast on the resolution at the general meeting; or
  - (ii) at least one hundred (100) Eligible Members (who are entitled to vote at a general meeting).
- (b) The notice of resolution or the statement described in Rule 8(a), which for the purposes of the following provisions of this Rule 8 (Members' Resolutions and Statements), is to be taken to be "the notice", must:
  - (i) be in writing and be less than 1,000 words; and
  - (ii) set out the wording of the proposed resolution; and
  - (iii) be signed by the *members* proposing to move the resolution or making the statement; and
  - (iv) not reasonably be considered to be defamatory nor offensive.
- (c) Separate copies of a document setting out the notice may be used for signing by *members* if the wording of the notice is identical in each copy.
- (d) The percentage of votes that Eligible Members represent (for the purposes of this Rule 8 (Members' Resolutions and Statements), is to be calculated as at midnight immediately before the *members* give the notice to the Secretary.
- (e) If the Secretary has been given the notice properly under this Rule 8 (Members' Resolutions and Statements), the resolution is to be considered at the next general meeting that occurs more than two (2) months after the notice is given.
- (f) The Club must give all *members* the notice at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- (g) If the Club receives the notice in time to send it out to *members* with the notice of general meeting, the Club is responsible for the cost of giving *members* the notice. Otherwise, subject to the general meeting resolving that the Club meet those expenses, the

*members* making the request are to be jointly and individually liable for the expenses reasonably incurred by the Club in giving *members* the notice.

## **9 Amendments to Constitution**

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- (a) This Constitution can only be amended by way of a Special Resolution passed at a general meeting of *members* (of the Club).
- (b) Only Eligible Members may vote on any Special Resolution to amend this Constitution.

## **10 Registered Clubs Accountability Code**

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### **10.1 Must comply**

- (a) The Club must comply with the requirements of the Registered Clubs Accountability Code and the provisions of this Rule 10 (Registered Clubs Accountability Code).
- (b) If there is any inconsistency between the Registered Clubs Accountability Code and this Rule 10 (Registered Clubs Accountability Code), to the extent of that inconsistency, the provisions of the Registered Clubs Accountability Code prevail.
- (c) For the purposes of this Rule 10 (Registered Clubs Accountability Code), the terms “*close relative*”, “*controlling interest*”, “*manager*”, “*pecuniary interest*” and “*top executive*” have the meanings assigned to them by the Registered Clubs Act and the Regulation.

### **10.2 Contracts with *top executives***

- (a) The Club must ensure that each *top executive* has entered into a written employment contract with the Club dealing with:
  - (i) the *top executive*'s terms of employment; and
  - (ii) the roles and responsibilities of the *top executive*;
  - (iii) the remuneration (including fees for service) of the *top executive*;
  - (iv) the termination of the *top executive*'s employment.
- (b) Contracts of employment with *top executives*:
  - (i) will not have any effect until they are approved by the Board; and
  - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

### **10.3 Commercial arrangements**

- (a) Subject to any restrictions contained in the Registered Clubs Act and Rule 10.3(b) (Contracts with Secretary or manager), unless the proposed commercial arrangement or contract is first disclosed to, and approved by, the Board, the Club must not enter into a commercial arrangement or a contract with a Director (of the Club), or *top executive*, or with a company or other body in which a Director or *top executive* has a pecuniary interest.

*Contracts with Secretary or manager*

- (b) Unless permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
  - (i) the Secretary or a manager (of the Club); or
  - (ii) any *close relative* of the Secretary or a manager (of the Club); or
  - (iii) any company or other body in which the Secretary or a manager (of the Club) or a *close relative* (of the Secretary or a manager), has a controlling interest.

*Loans to Directors and employees*

- (c) The Club must not:
  - (i) lend money, or stand as surety, to a Director (of the Club); nor
  - (ii) unless otherwise permitted by the Registered Clubs Act or the Regulation, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

*Restrictions on employment of close relatives of Directors and Top Executives*

- (d) Unless their employment is approved by the Board, a person who is a close relative of a Director (of the Club) or top executive, must not be employed by the Club.
- (e) If a person who is being considered for employment by the Club is a close relative of a director (of the Club), the director must not take part in any decision relating to the person's employment.

*Disclosures by Directors and employees (of the Club)*

- (f) A Director (of the Club), *top executive* or employee of the Club (considered a "conflicted person") must disclose the following matters to the Club:
  - (i) any material personal interest that person has in a matter relating to the affairs of the Club; and
  - (ii) any personal or financial interest the person has in a contract relating to the procurement of goods or services or any substantial capital works of the Club; and
  - (iii) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received (or to be received) by the person from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (g) In accordance with its obligations under the Registered Clubs Accountability Code, the Club must keep a register (in an approved form) containing details of the disclosures made to the Club.



*Training disclosures (to members)*

- (h) In accordance with Regulation 26 (Training requirements for members of governing bodies of registered clubs), the Club must make available to *members*, including, where permitted, by postings published and conveniently accessible on the Club's website:
  - (i) details of any training which has been completed by Directors (of the Club), the Secretary and managers of the Club in accordance with the Regulation (training disclosures); and
  - (ii) the reasons for any exemptions of Directors, the Secretary or managers (of the Club) from undertaking the training required by the Regulation.

Information to *members*

- (i) The Club must make available to *members* the information required by the Regulation, including, where permitted, by postings published and conveniently accessible on the Club's website, and:
  - (i) where required, do so within four (4) months after the end of each reporting period to which the information relates; and
  - (ii) indicating how the *members* can access the information.

## **11 Minutes of the Club**

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- (a) The Club must keep minute books in which it records:
  - (i) proceedings and resolutions of general meetings of the Club; and
  - (ii) proceedings and resolutions of meetings of the Board (including meetings of a committee of directors);
  - (iii) resolutions passed by Directors without a meeting.
- (b) The Club must ensure that:
  - (i) minutes of a meeting are signed within two (2) months after the meeting by the chairperson of the meeting or the chairperson of the next meeting; and
  - (ii) minutes of the passing of a resolution without a meeting are signed by a director within one (1) month of the date on which the resolution is passed.
- (c) Except in the case of manifest error, a minute that is so recorded and signed is conclusive evidence of the proceeding, resolution or declaration to which it relates.

## **12 Accounts and Auditor**

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### **12.1 Keep proper accounts**

The Board must:

- (a) cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act;
- (b) prepare, on a quarterly basis, financial statements that incorporate:
  - (i) the Club's profit and loss accounts and trading accounts for the quarter; and
  - (ii) a balance sheet as at the end of the Quarter;
- (c) cause the financial statements referred to in (b) of this Rule to be submitted to a meeting of the Board;

- (d) within seven (7) days of the statements being adopted by the Board, make the financial statements referred to in (b) of this Rule available to *members*;
- (e) indicate, by displaying a notice on the Club's premises and on the Club's website, how the *members* can access the financial statements referred to in (b) of this Rule; and
- (f) on the written request of the *member*, provide a copy of the financial statements referred to in (b) of this Rule available to any *member*.

## 12.2 Keeping the books

- (a) The books of account must be kept at the Registered Office of the Club or at such other place as the Board thinks fit.
- (b) The Club, at all reasonable times, must make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Corporations Act to inspect such records.

## 12.3 Reporting

- (a) In accordance with Section 317 of the Corporations Act, the Board must lay before the Annual General Meeting for the financial year ending on the last day of June immediately prior to the Annual General Meeting:
  - (i) the financial report of the Club; and
  - (ii) the Directors' report; and
  - (iii) the auditors' report (on the financial report).
- (b) The Board, in accordance with Division 4 of Part 2M.3 of the Corporations Act, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months after the end of the financial year of the Club, must report to *members*.

## 12.4 Financial year

The financial year of the Club and any Sub club or other entity created in accordance with this Constitution, commences on the first day of July in each year and ends on the last day of June in the next year, or will be for such other period as, having regard to the Corporations Act, as the Board may determine.

## 12.5 Auditors

Auditors must be appointed and their duties regulated in accordance with the Corporations Act, and their remuneration is to be approved by the Board.

## 13 Secretary

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At any time, there will only be one Secretary of the Club, who is to be appointed by the Board and who, for the purposes of the Registered Clubs Act, will be the "Chief Executive Officer" of the Club.

## 14 On amalgamation

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- (a) Despite anything to the contrary, including under Rule 5.10 (Election to *membership*), a person will be admitted as a *member* of the Club pursuant to an amalgamation if that person is a *full member* (as defined in the Registered Clubs Act) of a registered club which has amalgamated with the Club and has agreed, in writing, to become a *member* of the Club pursuant to the amalgamation and to be bound by the Constitution and the By-laws.

- (b) Any person who completes and signs such an agreement as described in (a) and returns that agreement to the Club, after payment of any relevant annual subscription, will be entered into the register of *Members* of the Club.

## **15 Application of property on dissolution**

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- (a) If the Club is wound up or dissolved and, after the satisfaction of all the Club's debts and liabilities, any property remains, that property must:
  - (i) not be transferred, nor paid to or distributed among the *members*; instead
  - (ii) be given or transferred to an institution or institutions having objects similar to the Objects (of the Club), and which prohibit the distribution of its or their income and property amongst its or their members.
- (b) The institution or institutions referred to in Rule 14(a)(ii) must be determined by:
  - (i) the Eligible Members of the Club in general meeting (by ordinary resolution) at or before the time of dissolution; or in default of such a resolution; or
  - (ii) the Supreme Court of New South Wales.

## **16 Execution of documents**

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The Club may execute a document (including a deed) in any manner permitted under the Corporations Act, including (without seal) if that document is signed by:

- (a) two members of the Board; or
- (b) one member of the Board and the Secretary.

## **17 Indemnity to (Club) officers**

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- (a) Every officer (as defined in Section 9 of the Corporations Act) and former officer of the Club, is indemnified to the full extent permitted by the Corporations Act out of the property of the Club against any liability incurred by them in their capacity as an officer of the Club in defending any proceedings, whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club, provided that the liability is not one in respect of which a premium can not be paid under the Corporations Act or a liability which contravenes Section 199A or Section 199B of the Corporations Act.

## **18 Interpretation of Constitution**

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A decision of the Board on the construction or interpretation of this Constitution, or any Rule, or any By-Law made pursuant to this Constitution, or on any matter arising in connection with this Constitution, any Rule or any By-Law, shall be conclusive and binding on all members of the Club.

# Schedule 1 – Registered Clubs Act, Schedule 4 (Triennial rule)

## Registered Clubs Act, Schedule 4 - Rules for election to governing body for term of 3 years

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[The extracts **set out** in this Schedule reflect legislative provisions as at February 2024]

### 1 Definitions

In this Schedule—

**general meeting** means a meeting of the members of the club at which members of the governing body are to be elected.

**triennial rule** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule.

**year** means the period between successive general meetings.

### 2 (Repealed)

### 3 First general meeting under triennial rule

- (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups—
  - (a) shall be determined by drawing lots, and
  - (b) shall be as nearly as practicable equal in number, and
  - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body—
  - (a) in group 1 shall hold office for 1 year, and
  - (b) in group 2 shall hold office for 2 years, and
  - (c) in group 3 shall hold office for 3 years.

### 4 Subsequent general meetings

At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

### 5 Casual vacancies

- (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

### 6 Re-election

A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

### 7 Revocation of triennial rule

- (1) If the triennial rule is revoked—
  - (a) at a general meeting—all the members of the governing body cease to hold office, or
  - (b) at a meeting other than a general meeting—all the members of the governing body cease to hold office at the next succeeding general meeting,  
and an election shall be held at the meeting to elect the members of the governing body.
- (2) The triennial rule cannot be revoked by a club if the rule is taken to apply to the club pursuant to a regulation made for the purposes of section 30(1)(a1).

Proposed New Constitution

## Appendix of (selected) Legislative provisions and applicable Legislation

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### Registered Clubs Act 1976 (NSW)

[The extracts set out in this Schedule reflect legislative provisions as at February 2024]

#### Registered Clubs Act, s.4(1) – **Definitions**

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...

“**full member**”, in relation to a club, means a person who is an [ordinary member](#) or a [life member](#) of that club.

“**life member**” of a club means a person who is elected to [membership](#) of the club for life.

“**member**” of a club means a person who is a [full member](#), a [provisional member](#), an [honorary member](#) or a [temporary member](#) of the club.

“**ordinary member**” of a club means a person who is elected to [membership](#) of the club in accordance with the rule of the club referred to in [section 30](#) (1) (g).

“**provisional member**” of a club means a person who has applied for admission as a [full member](#) of the club, has paid the subscription appropriate for the [membership](#) applied for, and is awaiting a decision on the application.

“**responsible adult**”, in relation to a minor, means an [adult](#) who is--

- (a) a parent, step-parent or guardian of the minor, or
- (b) the minor's spouse or de facto partner, or
- (c) for the time being standing in as the parent of the minor.”

“**temporary member**”, in relation to a club, means a person who, under the rules of the club, is a [temporary member](#) of that club.

#### Registered Clubs Act, s.10(1)(k1) – **Requirements to be met by clubs**

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(1) The following requirements apply in relation to a club—

...

(k1) The membership of the governing body of the club must not, on and from such date (or the happening of such event) as may be prescribed by the regulations, exceed 9 persons.

#### Registered Clubs Act, s.30(1) – **Rules of registered clubs**

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(1) The rules of a registered club shall be deemed to include the following rules—

(a) Except as provided by paragraphs (a1) and (a2), the governing body of the club responsible for the management of the business and affairs of the club is to be elected—

- (i) annually, or
- (ii) if a rule of the club so provides—biennially, or
- (iii) if a rule of the club so provides—in accordance with Schedule 4 [the “triennial rule”],

at an election in respect of which the full members only of the club (or a subclass of full members determined by a rule of the kind referred to in subsection (9)) are entitled to vote.

(a1) If the regulations so provide, any election under paragraph (a) is to be in accordance with Schedule 4.

(a2) If the regulations so provide, the members of the club who are entitled to vote at an election of the governing body of the club are such members (or class of members) of the club as may be specified in the regulations for the purposes of this paragraph. [See Regulation 30.]

(b) Except as provided by paragraph (b1), a person shall not hold office as a member of the governing body of the club **unless the person is a full member of the club.**

(b1) The governing body of the club may include, at any one time, no more than such number of persons (whether or not full members of the club) as may be prescribed by the regulations who are appointed, in accordance with the regulations, by the elected members of the governing body of the club.

...

(d) A person shall not—

(i) attend or vote at any meeting of the club or of the governing body or any committee of the club, or

(ii) vote at any election of, or of a member of, the governing body of the club, as the proxy of another person.

...

(g) A person shall not be admitted as a [member](#) of the club, other than as a [provisional member](#), [honorary member](#) or [temporary member](#), unless the person is elected to [membership](#) at a meeting of the [full members](#) of the club or at a duly convened meeting of the governing body or election committee of the club, the names of whose [members](#) present and voting at that meeting are recorded by the [secretary](#) of the club.

...

(8) Any rule of a registered club (except a rule that is deemed by subsection (10) to be included in the rules of the club) that is inconsistent with any rule specified in subsection (1) or (2) is to the extent of the inconsistency of no force or effect.

(9) For the purposes of subsection (8) a rule of a club is not inconsistent with a rule specified in subsection (1) or (2) by reason only that—

(a) in relation to the election of the governing body of the club, referred to in subsection (1) (a), the rules of the club provide that the members of the club entitled to vote at that election consist of such class or classes of full members specified in those rules as comprises or comprise **not less than 25% of the full members** of the club, ...

#### Registered Clubs Act, s.30C – **Meetings and voting**

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(1) The rules of a registered club are taken to include the rules specified in subsection (3).

(2) A rule of a registered club is void to the extent that it is inconsistent with a rule specified in subsection (3).

(3) A registered club, or a governing body or committee of the club, may—

(a) distribute a notice of, or information about, a meeting or election of the registered club, governing body or committee by electronic means, and

(b) hold a meeting at which all or some persons attend by electronic means but only if a person who speaks at the meeting can be heard by the other persons attending, and

(c) allow a person entitled to vote at a meeting of the registered club, governing body or committee to vote in person or by electronic means.

(4) Nothing in this section prevents the rules of a registered club from allowing a person entitled to vote at a meeting of the registered club, or a governing body or committee of the club, to vote by post.

#### Registered Clubs Act, s.31 – **Manner of keeping registers relating to [members](#) and [guests](#)**

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(1) A register kept for the purposes of--

(a) [section 30\(2\)\(i\)](#) must include--

(i) the full name and address of each [full member](#), and

(ii) if the rules of the [registered club](#) require the payment of a [membership](#) fee--the date on which the [member](#) last paid the fee.

- (b) [section 30](#) (2) (j) in relation to [honorary members](#) is to have entered in it the full name or the surname and initials, and the address, of each [honorary member](#),
- (c) [section 30](#) (2) (k) shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the club as the [guest](#) of a [member](#) the name in full or the surname and initials of the given names, and the address, of that [guest](#), the date of that day and the signature of that [member](#),
- (d) [section 30](#) (2) (l) in relation to [temporary members](#) is to have entered in it the full name or the surname and initials, and the address, of each [temporary member](#),
- (e) [section 30](#) (2) (m) in relation to [temporary members](#) is to have entered in it, when a [temporary member](#) first enters the club premises on any day, the full name, or the surname and initials, and the address, of the [temporary member](#) together with his or her signature,
- (f) [section 30](#) (2) (n) in relation to [temporary members](#) referred to in [section 30B](#) is to have entered in it, when any such [temporary member](#) enters the club premises for the first time, the full name, or the surname and initials, and the address, of the [temporary member](#) together with his or her signature.

**Note** : A person who is admitted as a [temporary member](#) for an extended period under [section 30B](#) does not have to sign in each time the person enters the club's premises as such a [member](#).

- (2) Notwithstanding subsection (1) (c), if an entry in the register kept for the purposes of [section 30](#) (2) (k) is made on any day in respect of the [guest](#) of a [member](#), it is not necessary for an entry to be made in that register in respect of that [guest](#) if he or she subsequently enters the premises of the club on that day as the [guest](#) of that [member](#).
- (3) A register referred to in this section must be retained by a [registered club](#) for a period of at least 3 years after the date of the last entry in the register.

## Registered Clubs Regulation 2015 (NSW)

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### Regulation 26 – Training requirements for members of governing bodies of registered clubs

- (1) **General requirements** A person who is a member of the governing body of a registered club (other than a small club) must, within 12 months of becoming a member, complete the required training.
- (2) ...
- (3) **Requirements for small clubs** The governing body of a small club must, on and from 1 July 2016, comprise at least 2 members who have completed the required training.
- (4) If, at any time, the number of members of the governing body of a small club who have completed the required training falls below 2, another member must, within 12 months, complete the required training.
- (5) In this clause—
- required training** means—
- (a) the courses entitled “Director Foundation and Management Collaboration” and “Finance for Club Boards” conducted by or on behalf of Clubs NSW, ...

### Regulation 30 - Approval of club rules that limit voting members

- (1) In this clause, **voting member** of a registered club means a **full member** who, under the rules of the club, is entitled to vote in an election of the governing body of the club.

**Note**— Under section 30(9)(a) of the [Registered Clubs] Act, at least 25% of the club’s full members have to be voting members.

- (2) Any rule of a registered club that provides for its voting members **to comprise less than 50% of the full members of the club has no effect** unless:
- (a) the rule has been approved by a majority vote at a general meeting of the ordinary members of the club, and



(b) the club has complied with such directions as may be given by the Secretary of the Department in relation to the rule.

**Regulation 31 – Appointments made by governing body**

(1) The elected members of the governing body of a registered club may appoint up to 2 persons as members of the governing body.

(2) A person appointed under subclause (1)—

(a) may be appointed for a term of no more than 3 years, and

(b) must be an ordinary member of the club at the time of, and for the duration of, his or her appointment, and

(c) is not eligible for re-appointment under subclause (1), including re-appointment after the end of that term.

...

(3) Within 21 days of an appointment being made under subclause (1), a notice must be clearly displayed on a notice board on the premises of the registered club and on the club's website (if any) that states—

(a) the reasons for the person's appointment, and

(b) the person's relevant skills and qualifications, and

(c) any payments to be made to the person in connection with his or her appointment, and

(d) any previous period in which the person was declared by the Authority to be ineligible, as disclosed by the person in subclause (2A).

Proposed New Constitution